Elektromotive Group Limited

2012 Annual Report

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This Annual Report has been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Company's Sponsor has not independently verified the contents of this Annual Report.

This Annual Report has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The details of the contact person for the Sponsor are:

Name: Mr. Wong Chee Meng Lawrence, Registered Professional
Address: Six Battery Road, #10-01, Singapore 049909
Tel: (65) 6381 6757

Corporate Information

BOARD OF DIRECTORS

Ricky Ang Gee Hing
Executive Vice-Chairman & Managing Director

Tan Choon Wee
Executive Director

Francis Xavier
Independent Director

Timothy Teo Lai Wah
Independent Director

Lau Wing Tat
Independent Director

James Ang Ghee Ann
Non-Executive Non-Independent Director

NOMINATING COMMITTEE

Francis Xavier, Chairman
Timothy Teo Lai Wah, Member
Lau Wing Tat, Member

REMUNERATION COMMITTEE

Timothy Teo Lai Wah, Chairman
Francis Xavier, Member
Lau Wing Tat, Member

AUDIT COMMITTEE

Timothy Teo Lai Wah, Chairman
Francis Xavier, Member
Lau Wing Tat, Member

COMPANY SECRETARIES

Abdul Jabbar Bin Karam Din
Chan Poh Kuan

REGISTERED OFFICE

9 Battery Road #15-01
Straits Trading Building
Singapore 049910
Tel: (65) 6292 0300
Fax: (65) 6293 3674
Registration No. 199407135Z

SHARE REGISTRAR

Tricor Barbinder Share Registration Services
(A division of Tricor Singapore Pte Ltd)
80 Robinson Road
#02-00
Singapore 068898

AUDITORS

Nexia TS Public Accounting Corporation
100 Beach Road
#30-00
Singapore 189702
Director-in-charge: Chin Chee Choon
(Appointed since finanical year ended 31 March 2009)

SOLICITORS

Rajah & Tann LLP
9 Battery Road #15-01
Straits Trading Building
Singapore 049910

SPONSOR

RHT Capital Pte. Ltd.
Six Battery Road
#10-01
Singapore 049909
Contact Person: Mr. Wong Chee Meng Lawrence
(With effect from 8 March 2012)

PRINCIPAL BANKERS

DBS Bank Limited
Malayan Banking Limited

Managing Director's Statement

Dear Shareholders,

Against a backdrop of uneven economic recovery and challenging business conditions for FY 2012, the Group embarked on important initiatives that would drive our earnings and growth in the coming years. Firstly, the Group rationalised our business to refocus our efforts in areas that have strong growth potential. This led to the divestment of our Food & Beverage ("F&B") Business. Secondly, the Group completed our acquisition of Elektromotive Limited ("EUK") on 19 July 2011 and marked our entry into the Electric Vehicle ("EV") Industry, a nascent industry with strong growth potential. Finally, the Group also undertook a rights issue with mandate from our shareholders recently. The proceeds from the rights issue will increase the Group's ability to expand our investment and tap onto new opportunities in the EV market. Through these initiatives, the Group is confident of emerging leaner and fitter to drive our growth, improve our financial position and return to profitability. In the following segment, I will share with you the company's latest developments and how our foray into the EV market will fuel the Group's growth in the years ahead.

YEAR IN REVIEW

Publishing Division

The operating environment for the publishing industry remained challenging during the year. However, it is pertinent to note that the financial performance of the division for the year under review was slightly better than the prior year.

Going forward, the Group will continue to conduct regular reviews on the performance of the various publications as part of our efforts to rationalise the publishing operations.

F&B Division

The Group has ceased our F&B operations as part of the Group's strategic review to focus our attention on areas that have good growth potential.

Electric Vehicle Charging Equipment Division

The successful acquisition of EUK in July 2011 represented a significant milestone for the Group as we made our foray into the EV industry.

EUK was incorporated in United Kingdom in 2003 and is the UK pioneer of "fuel stations for electric vehicles". The company is dedicated to the design and installation of leading edge technology for recharging electric and plug-in hybrid electric vehicles. According to Pike Research, a global cleantech intelligence company, EUK is the leading Electric Vehicle Supply Equipment ("EVSE") Vendor in Europe. Globally, it ranks third.

EUK's main product is the "Elektrobay", a recharging station for on-street or multi-storey car park installations, which offers a safe and user friendly means of charging electric and plug-in hybrid vehicles. Currently, EUK has a continually expanding network of Elektrobays being installed throughout the United Kingdom, Europe and the United States of America. In addition, the company exports its products to 21 countries globally and has an installed base of more than 3,000 charge points, making it a leader in the EVSE sector.

During the financial period, EUK secured major contracts from Electricity Supply Board of Ireland, EDF and Nissan Motor (GB) Limited. Recently, it has also announced a joint venture with a UK firm to expand its regional recharging network to a national scheme with an estimated 10,000 charge points to be installed across UK. This joint venture is expected to contribute positively to the Group's financial performance in the coming years.

Performance Highlights

Total revenue for FY 2012 increased 63.5% to $7.45 million from $4.56 million in FY 2011. The increase in revenue was mainly due to the contributions from EUK which was acquired on July 2011.

For the 13-month period ended 31 March 2012, EUK recorded a profit of $0.30 million against a turnover of $5.4 million. The Group consolidated the results of EUK from 20 July 2011 onwards. New offices were established in Singapore and Brunei and the total expenditure incurred was $0.61 million. As a whole, the electric vehicle charging equipment division contributed a loss of $0.53 million. The loss attributable to equity holders stood at $0.27 million.

Revenue for publishing, exhibition and events division fell by 10.3% as a result of discontinuation of certain unprofitable titles. At operating profit level, the publishing, exhibition and events division incurred a loss of $0.32 million in FY 2012 as compared to the loss of $1.02 million in FY 2011. The loss was partly offset by a gain of $62,000 arising from the sale of a magazine title in Malaysia.

Operating loss for HQ costs and investments stood at $11.7 million in FY 2012 as compared to $1.59 million in FY 2011. This was mainly due to (a) impairment loss of intangibles arising from the acquisition of EUK amounting to $7.4 million; (b) impairment loss of financial assets, held for sale amounting to $0.85 million; and (c) expenses incurred in relation to EUK acquisition and the investigation of EUK FY 2011 financials amounting to $1.1 million.

As a result, the Group recorded a loss of $13.69 million in FY 2012 as compared to a loss of $5.38 million in FY 2011.

OUTLOOK

Historically, the EVSE industry has been driven by a niche EV market with a limited number of makes available to consumers. More recently, most major OEMs have started to launch or have expressed their intention to launch their own EVs in the foreseeable future. This, coupled with growing government support, the EVSE market is expected to grow at an accelerated pace going forward. This development has received strong attention from major global players internationally. Furthermore, according to Pike research, the demand for EV charging units is expected to reach 4.7 million units in 2017. Based on these positive developments, the Group is confident that the EVSE market will continue to evolve and expand.

The Group is currently in the varying stages of discussion with several MNCs that are involved in the EV industry. The Group will seek to develop partnerships to jointly develop similar EV charging grids in other parts of the world, including Singapore, where we are expected to have a presence in the near future, subject to compliance with local electrical standards and climatic conditions.

Moving forward, the Group intends to leverage our leading position in charging technology and increase our strategic relationships with network solutions providers to build and commercialize a sustainable EVSE that will increase the broad acceptance of EVs internationally. To this end, the Group will seek to strengthen our market position and drive revenues through the provision of turnkey solutions, equipment sales, network subscription programs and usage fees.

With advancements in technology, a wider range of new electric vehicles for consumers to choose from, and continued government support to rollout charging infrastructures to accelerate the adoption of EVs to reduce oil dependency and CO_2 emission, the market for EV will grow exponentially over the next decade. As a leader and early mover in this industry, I am confident that the Group is well positioned to benefit from the good growth potential in the EV industry.

APPRECIATIONS

Two of our board directors, Mr Timothy Teo and Mr Francis Xavier have decided not to offer themselves for reappointment at this year's annual general meeting. Both of them have played an important supporting role in the Group's development. I, together with the other Board members, wish to express our thanks to Mr Teo and Mr Xavier for their positive contributions to the Group during their period of appointment.

Finally, I would like to thank all our shareholders for your patience and confidence in the Company. We look forward to your continued support as we expand our business and work towards our vision of becoming a market leader in the green transport revolution.

Ricky Ang Gee Hing
Executive Vice-Chairman and Managing Director

Board of Directors

RICKY ANG
Executive Vice-Chairman & Managing Director

Mr Ricky Ang is the Executive Vice-Chairman and Managing Director of the Company. Prior to founding the Company, Mr. Ang was CEO of HB Media Holdings, a media company he helped established in early 1993. Before that, he was Senior Vice President at Times Publishing Limited, where he was head of its printing division and was instrumental in expanding its printing business worldwide, with manufacturing facilities in Malaysia, Hong Kong, and the United Kingdom and sales offices in New York, San Francisco, London and Sydney. A graduate of London's College of Printing, Mr. Ang has been in the printing and publishing industry for more than three decades, and was for several years Chairman of the TDB-sponsored, Printing and Publishing Advisory Council.

TAN CHOON WEE
Executive Director and Chairman of Investment Committee

Mr. Tan Choon Wee is the Executive Director of the Group and Chairman of the Investment Committee since 2 July 2007. Mr. Tan oversees the Group's investment and merger and acquisition activities. Mr. Tan serves as a Director of Advance Capital Partners. Mr. Tan has been investing across numerous markets both in the private and public domain. Prior to that, Mr. Tan is the Head of Institutional Sales and Dealing in RHB Securities Sdn Bhd, Malaysia from 2004 to 2005. Mr. Tan has held several management positions in Banking and Stock broking industry since 1991. Mr. Tan graduated from the National University of Singapore with a Second Class Honours (Upper Division) Degree in Engineering (Mechanical). Mr. Tan also holds a Diploma in Marketing from the Marketing Institute of Singapore.

FRANCIS XAVIER
Independent Director

Mr Xavier currently heads up the Dispute Practices of Rajah & Tann LLP, one of the largest law firm in South-East Asia. Mr Xavier has been practicing for more than 22 years. Mr Xavier also specialises in aviation law and advised in the class-action suit resulting from the crash of the SilkAir flight in Indonesia in 1997 and the Taiwan SIA crash. Mr Xavier is extensively involved in international arbitration and is currently handling a number of international arbitration cases involving aviation, oil production, power generation and toxic wastes industries. Mr Xavier has been recognised as a leading lawyer by Asia Pacific Legal 500 (2001/2002, 2002/2003, 2003/2004, 2004/2005, 2008/2009) and by AsiaLaw Profiles (2007) and was appointed Senior Counsel in January 2009.

TIMOTHY TEO LAI WAH
Independent Director

Mr. Teo served as Director in charge of foreign exchange, money market, gold and commodities management in Government of Singapore Investment Corp, Singapore from 1998 to 2007. Prior to this, he was the Director of Nuri Holdings (S) Pte Ltd, Singapore as consultant for risk management in Jakarta and Los Angeles from 1994 to 1998. Mr. Teo worked for JP Morgan for 20 years in various locations at senior management level (Managing Director) in Global Markets. Between 1980 to 1993, Mr Teo was based in Hong Kong, Taipei and New York. Mr. Teo holds a Masters Degree in Business Administration from Macquarie University. Mr. Teo is an Independent Director of Guoco Land Limited.

LAU WING TAT
Independent Director

Mr. Lau was with Government of Singapore Investment Corporation from January 1983 to May 2003. From July 2003 to January 2005, Mr Lau was Executive Director and Head of Corporate Planning Department of GD Express Group of Companies in Malaysia. In February 2005, Mr Lau was appointed as the Chief Investment Officer of DBS Asset Management ("DBSAM"), a wholly owned subsidiary of DBS Group. In September 2006, he was appointed the Chief Executive Officer of DBSAM, on top of his role as Chief Investment Officer. As CEO, he was responsible for marketing and client servicing, product development, business development and operations and support functions. Mr Lau left DBSAM on 27 June 2007. From December 2008 to September 2010, Mr Lau served as Executive Director of Timbre Capital Pte Ltd. During this period, Mr Lau also served as Advisor to Siam Commercial Bank. From October 2010 to December 2011, Mr Lau served as director of ARN Investment Partners, a boutique fund management firm managing investments in Asian stock markets. Mr. Lau graduated from Singapore University with a First Class Honours in Bachelor of Engineering and is a Chartered Financial Analyst.

JAMES ANG GHEE ANN
Non-Executive Non-Independent Director

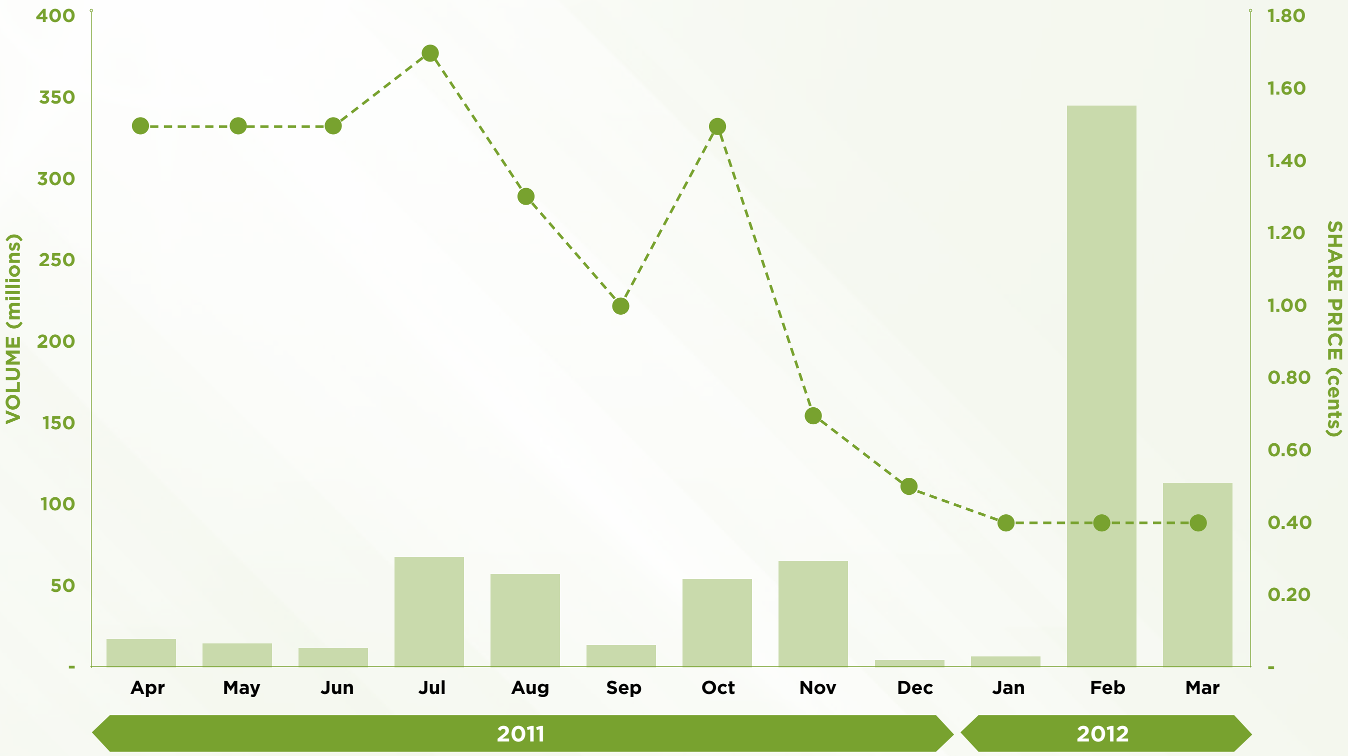
Mr. James Ang is the Managing Director and founder of MA Builders Pte Ltd ("MAB"). Under the leadership of Mr. Ang, MAB achieved an annual turnover in excess of $75 million for the year ended 2010 and currently has a staff strength of 45 staff with 270 construction operatives. MAB has since expanded into providing a diverse construction services ranging from traditional construction contracts to design and build contracts involving projects like industrial buildings, residential housing, institutional buildings and infrastructure projects.

Financial Highlights

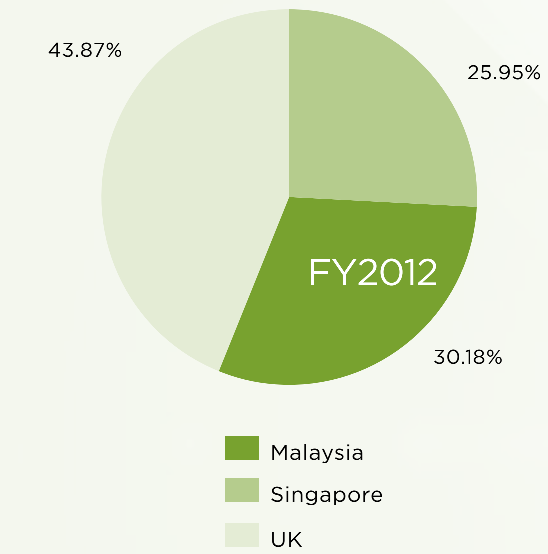
Year	Revenue* $'000	Profit/(Loss) Attributable to Shareholders $'000	Earning/(Loss) Per Share Cents
FY2008	6,456	(42,673)	(5.08)
FY2009	11,144	(3,067)	(0.40)
FY2010	14,905	5,614	0.60
FY2011	4,939	(5,381)	(0.51)
FY2012	**7,670**	**(13,434)**	**(0.64)**

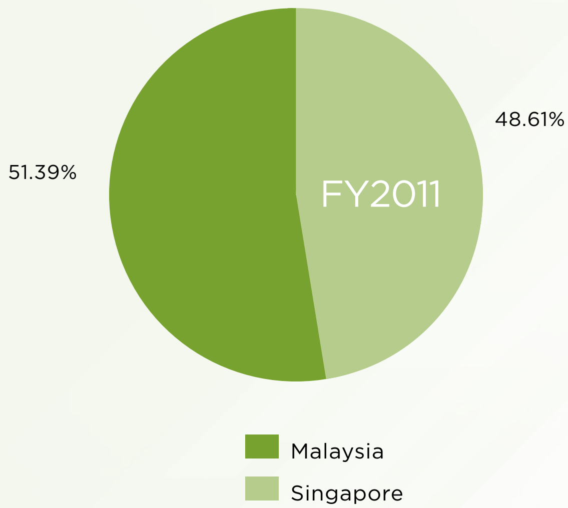
* Including other income and excluding discontinued operations

SHARE PRICE & TOTAL MONTHLY VOLUME



Revenue* by Geographical Region





Revenue* by Business Division

	March 2012# $'million	March 2011# $'million
Publishing & Events Management	4.2	4.6
Electric Vehicle Charging Equipment	3.4	-
HQ Costs & Investments	0.1	0.3

* Including other income and excluding discontinued operations
\# Refer to Note 32

Operating Loss by Business Division

	March 2012 $'million	March 2011 $'million
Publishing & Events Management	(0.03)	(1.0)
Electric Vehicle Charging Equipment	(0.5)	-
HQ Costs & Investments	(11.7)	(1.6)
Discontinued Operations	(1.4)	(2.8)

Staff Strength

	March 2012	March 2011
HQ	5	4
Publishing & Events Management	38	54
Electric Vehicle Charging Equipment	18	-
Food & Beverage	-	20
TOTAL	61	78

Management Team

MR. CALVEY TAYLOR-HAW
Managing Director, Elektromotive Limited

Calvey Taylor-Haw, aged 55 years, founded Elektromotive Ltd in 2003. He has spent over 35 years in the advertising and marketing sector and prior to founding Elektromotive Ltd, he set up and owned a successful advertising, design and photographic studio working for international accounts in the food, cosmetics and pharmaceutical industries. He set up Elektromotive Ltd in a market sector that was new to the world and has successfully grown an infrastructure for charging Electric vehicles in the U.K. Now Elektromotive Ltd has a reputation and brand presence the world over as a pioneer in the emerging market for electric vehicles.

MS. CHONG CHYE WAN
President, Publishing Malaysia

Ms.Chong Chye Wan is President, Malaysia Publishing is in charge of the day-to-day management of the Group's operations in Malaysia. Ms Chong started her career as an Auditor with an international public accounting firm based in Kuala Lumpur and moved on to join several Malaysian public listed companies in their finance departments. She is a Certified Public Accountant and holds a Bachelor of Accounting degree (Hons) from the University of Malaya.

MS. LYNNETTE LIM
President, Publishing Singapore and International

Ms. Lynnette Lim is the President, Singapore and International Publishing. She is in charge of the launching of several TLG titles in key cities in China. WINE & DINE magazine was launched in Shanghai in 2005. REAL TIME annual was launched in 2006 and CALIBRE HAUTE HORLOGERIE magazine in mid 2007. Ms Lim holds a Bachelor of Commerce (Marketing) degree from the Curtin University of Technology, Western Australia. Upon graduation in 1998, Ms Lim started her career in publishing, and joined Panpac Media (TLG) as the Marketing and Sales Manager of SMART INVESTOR magazine.

MS. NG HWEE LING
Chief Financial Officer

Ms.Ng Hwee Ling is the Chief Financial Officer of Elektromotive Group Limited. Ms Ng is responsible for overseeing the Group's financial and management accounting, and payroll matters. Prior to joining the Group, she was an Auditor with an international public accounting firm. Ms Ng is a Certified Public Accountant and holds a Bachelor of Accountancy degree (Hons) from the Nanyang Technological University, Singapore.

MR TERRY BRIGHTMORE
Commercial Director, Elektromotive Limited

Terry Brightmore, aged 51 years, joined Elektromotive Ltd in 2009 to support the ongoing commercialisation of the Elektrobay in the UK and overseas as Commercial Director. Terry has over 25 years' experience of commercial and general management at senior level within the service sector and construction industry and more recently within the electric vehicle sector.

The Board of Directors ("the Board") of Elektromotive Group Limited (formerly known as The Lexicon Group Limited)(the "Company") recognises the significance of sound corporate governance in ensuring greater transparency, protecting the interests of its shareholders as well as strengthening investors' confidence in its management and financial reporting. It is committed to maintaining a high standard of corporate governance within the Group based on which its operations, businesses and strategies are directed and controlled.

The main corporate governance practices adopted by the Company and the Group are outlined below.

BOARD MATTERS

(1) Board's Conduct of its Affairs

The Board holds meetings on a regular basis throughout the year to review and approve the Group's major strategic plans as well as major investments, disposals and funding matters. The Board is also responsible for the overall corporate governance of the Group. Ad-hoc meetings are also held when the need arises. Attendance of the Directors at meetings of the Board and Board committees, as well as the frequency of such meetings are as follows:

Attendance at Meetings

Name	Board		Audit Committee		Nominating Committee		Remuneration Committee	
	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended
Prince Hakeem Jefri Bolkiah (1)	12	7	3	-	1	-	1	-
Ricky Ang Gee Hing	12	12	3	-	1	-	1	-
Tan Choon Wee	12	11	3	-	1	-	1	-
Francis Xavier	12	12	3	3	1	1	1	1
Timothy Teo Lai Wah	12	12	3	3	1	1	1	1
Bob Low Siew Sie (2)	12	2	3	1	1	1	1	1
Jason Christopher Fisher (3)	12	3	3	2	1	-	1	-
Lau Wing Tat (4)	12	-	3	-	1	-	1	-
James Ang Ghee Ann (5)	12	-	3	-	1	-	1	-

Notes:

(1) Prince Hakeem has resigned as the Chairman and Chief Executive Officer on 29 February 2012.

(2) Mr Low has retired as an Independent Director, Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees at the Annual General Meeting held on 29 July 2011.

(3) Mr Fisher was appointed on 25 October 2011 and has resigned as a Non-Executive Non-Independent Director and a member of the Audit, Remuneration and Nominating Committees on 29 February 2012.

(4) Mr Lau was appointed as an Independent Director and a member of the Audit, Remuneration and Nominating Committees on 8 March 2012.

(5) Mr James Ang was appointed as a Non-Executive Non-Independent Director on 28 March 2012.

All the Directors are updated regularly on changes in company policies, Board processes, corporate governance and best practices.

(2) Board Composition and Balance

The Board comprises two Executive Directors, one non-Executive Director and three Independent Directors. Key information regarding the directors can be found under the "Board of Directors" section of this annual report. The Nominating Committee reviews the independence of each director annually.

The Nominating Committee is of the view that the current Board, with more than half of its composition made up of Independent Directors, exhibits a level of independence that sufficiently enables the Board to exercise objective judgment on corporate affairs independently from the management. The Nominating Committee is also of the view that no individual or small groups of individuals dominate the Board's decision-making processes.

The Board is of the view that the size of the current board, comprising six directors is appropriate, with reference to the scope and extent of the Group's operations. The Board also considers that its composition of Independent Directors provide an effective Board with a mix of knowledge, business contacts and successful business and commercial experience. This balance is important in ensuring that the strategies proposed by the executive management are fully discussed and examined, taking into account the long term interests of the Group.

(3) Role of Chairman and Managing Director

The Company presently does not have any Chairman sitting on the Board.

The Managing Director, Mr Ricky Ang Gee Hing, who is also the Executive Vice-Chairman of the Company, has full executive responsibilities over business directions and operational decisions of the Group. The Audit Committee reviews all major decisions made by the Managing Director. The Nominating Committee periodically reviews his performance and his appointment to the Board and the Remuneration Committee periodically reviews his remuneration package.

(4) Board Membership

We believe that Board renewal must be an on-going process, to ensure good corporate governance and to maintain relevance to the business as well as changing needs of the Company. Our Articles of Association require one-third of our Directors (excluding the Managing Director) to retire and subject themselves to re-election by shareholders at every Annual General Meeting ("AGM") such that no director stays in office for more than three years without being re-elected by shareholders.

The Nominating Committee may identify candidates for appointment as new directors through business network of Board members or engage external independent professional advisors in the search for suitable candidates. The Nominating Committee will generally identify suitable candidates skilled in core competencies such as strategic planning, accounting or finance and business or management expertise. If the Nominating Committee decides that the candidate is suitable, the Nominating Committee then recommends its choice to the Board of Directors.

The Nominating Committee comprises Messrs Francis Xavier (an Independent Director), Timothy Teo Lai Wah (an Independent Director) and Lau Wing Tat (an Independent Director). Mr Francis Xavier, an Independent Director, is the Chairman of the Nominating Committee. The Nominating Committee is responsible for (i) re-nomination of the Directors having regard to the Directors' contribution and performance, (ii) determining annually whether or not a Director is independent and (iii) deciding on whether or not a Director is able to and has been adequately carrying out his duties as a director.

(5) Board Performance

The Nominating Committee uses its best efforts to ensure that directors appointed to the Board possess the relevant background, experience and knowledge and that each director brings to the Board an independent and objective perspective to enable balanced and well-considered decisions to be made.

Directors, collectively and individually, undertake a formal review of the Board's performance collectively and individually on an annual basis. The Nominating Committee also reviews the Board's performance informally with inputs from the other Board members and the Managing Director.

(6) Access to Information

In order to ensure that the Board is able to fulfill its responsibilities, management is required to provide adequate and timely information to the Board on Board affairs and issues that require the Board's decision as well as ongoing reports relating to operational and financial performance of the Company and the Group. Whenever appropriate, senior managers who can provide additional insight in the matters to be discussed are invited to attend during the Board meeting. Generally, the Company Secretary attends board meetings.

The Board has separate and independent access to the senior management and the Company Secretary at all times. Where necessary, the Company will, upon the request of directors (whether as a group or individually), provide them with independent professional advice, at the Company's expense, to enable them to discharge their duties.

Please refer to the "Corporate Information" section of the Annual Report for the composition of the Company's Board of Directors and Board committees.

REMUNERATION MATTERS

(7) Procedures for Developing Remuneration Policies

(8) Level and Mix of Remuneration

(9) Disclosure on Remuneration

The function of the Remuneration Committee is to review the remuneration of the Executive Directors of the Company and to provide a greater degree of objectivity and transparency in the setting of remuneration.

The Remuneration Committee comprises Messrs Francis Xavier (an Independent Director), Timothy Teo Lai Wah (an Independent Director) and Lau Wing Tat (an Independent Director). Mr Timothy Teo is Chairman of the Remuneration Committee.

The Remuneration Committee reviews and recommends to the Board, in consultation with management, a framework for all aspects of remuneration. The Remuneration Committee also determines the specific remuneration packages and terms of employment for each of the Executive Directors of the Company including those employees related to the Executive Directors and controlling shareholders of the Company as well as the senior executives. The recommendations of the Remuneration Committee should be submitted for endorsement by the entire Board. All aspects of remuneration, including but not limited to directors' fees, salaries, allowances, bonuses, options and benefits in kind are covered by the Remuneration Committee.

Corporate Governance

The Remuneration Committee has access to expert professional advice on human resource matters whenever there is a need to consult externally. In its deliberations, the Remuneration Committee takes into consideration industry practices and norms in compensation, in addition to the Company's relative performance to the industry and the performance of the individual directors. No Director will be involved in deciding his own remuneration.

The Executive Directors have entered into service agreements with the Company. The service agreements cover the terms of employment, specifically salary and other benefits.

DIRECTORS' REMUNERATION

Our Executive Director's remuneration consists of salary, allowances and bonuses. Directors' fees for independent Directors and Executive Directors are subject to approval of shareholders at the AGM.

The band of remuneration of each individual Director for the financial year under review are as follows:-

Name	Director's Fees ($)	Exceeding $500,000	$250,000 to $500,000	Up to $250,000
Ricky Ang Gee Hing	12,000		√	
Tan Choon Wee	12,000			√
Francis Xavier	35,000			√
Timothy Teo Lai Wah	42,000			√
Bob Low Siew Sie (1)	12,000			√
Lau Wing Tat (2)	2,000			√
Prince Hakeem Jefri Bolkiah	-			√
Jason Christopher Fisher	-			√

(1) Mr Low has retired as an Independent Director, Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees at the Annual General Meeting held on 29 July 2011.

(2) Mr Lau was appointed as an Independent Director and a member of the Audit, Remuneration and Nominating Committees on 8 March 2012.

The level and mix of the annual remuneration of Executive Directors are set out below:

Name	Salaries %	Bonuses %	CPF %	Allowances & Others %
Ricky Ang Gee Hing	75.42	6.28	0.89	17.41
Tan Choon Wee	85.05	-	-	14.95
Pengiran Muda Abdul Hakeem	100.00	-	-	-

REMUNERATION OF KEY EMPLOYEES

Details of remuneration paid to the top five executives, in terms of remuneration (who are not Directors of the Company) for the financial year are set out below. For competitive reasons, the Company is only disclosing the band of remuneration of each executive for the financial period under review: -

Name	Exceeding $500,000	$250,000 to $500,000	Up to $250,000
Alison Ang Wern Ling			√
Calvey Taylor-Haw			√
Lynnette Lim Kitt Ping			√
Ng Hwee Ling			√
Terry Brightmore			√

For the financial year ended 31 March 2012, Alison Ang Wern Ling, the General Manager of Lexicon F&B Pte Ltd whose remuneration was $81,090, is related to and is the daughter of Executive Vice-Chairman and Managing Director Mr Ricky Ang Gee Hing.

Other than the foregoing, there are not other employees who are immediate family member of any Director, Managing Director or controlling shareholder of the Company and whose remuneration exceeds $150,000 during the financial year ended 31 March 2012.

ACCOUNTABILITY AND AUDIT

(10) Accountability

The Board continues to be accountable to the shareholders and is mindful of its obligations to furnish timely information and to ensure full disclosure of material information in compliance with statutory reporting requirements. Price sensitive information is first publicly released, either before the Company meets with any group of investors or analysts or simultaneously with such meetings.

(11) Audit Committee

The Audit Committee is made up of three Independent Directors who possess appropriate accounting experience and/or related financial management expertise. Mr Timothy Teo Lai Wah, an independent Director, chairs the Audit Committee. The other members of the Audit Committee are Mr Francis Xavier and Mr Lau Wing Tat.

The Audit Committee holds periodic meetings and primarily carries out the following functions together with the Executive Directors and external auditors:-

(a) Reviews the audit plans set forth by the external auditors, evaluates the report issued by the external auditors from their examination of the Company's internal and accounting controls system;
(b) Reviews the operating results of the Group and Company, accounting policies and assistance given by the management to external auditors;
(c) Reviews the financial statements of the Group and Company before submission to the Board;
(d) Reviews all interested persons' transactions; and
(e) Nominates the external auditors for reappointment.

The Audit Committee has full access to and full co-operation of the management. The Audit Committee also has the power to conduct or authorize investigations into any matters within its terms of reference. The external auditors have unrestricted access to the Audit Committee.

The Board and Audit Committee are satisfied that the appointment of different auditors for its subsidiaries would not compromise the standard and effectiveness of the audit of the Company. Accordingly, confirmation on Rule 716 is set out on page 55 of the Annual Report.

A breakdown of the audit fees paid to the Company's auditors is disclosed in page 33 of the Annual Report. There were no non-audit services fee paid to the external auditor for the financial year ended 31 March 2012.

The external auditors of the Company and it's Singapore-incorporated subsidiaries are Nexia TS Public Accounting Corporation, Singapore. Accordingly, the Company has complied with Rules 712 and 715 of the Listing Manual Section B: Rules of Catalist ("Rules of Catalist") of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The Audit Committee recognizes the need to maintain a balance between the independence and objectivity of the external auditors and the work carried out by the external auditors based on value for money consideration.

(12) Internal Controls

The Board is responsible for the overall internal control framework, but recognises that no cost effective internal control system will preclude all errors and irregularities. A system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss. During the year, the Audit Committee, on behalf of the Board, has reviewed the effectiveness of the internal control system put in place by the management and is satisfied that there are adequate internal controls in the Group. The Directors regularly review the effectiveness of all internal controls to address the financial, operational and compliance risks of the Group.

Relying on the reports from the external auditors and management representation letters, the AC carried out assessments of the effectiveness of key internal controls during the year. Any material non-compliance or weaknesses in internal controls or recommendations from the external auditors to further improve the internal controls were reported to the AC. Such discussions are reported by the AC to the Board accordingly. The AC will also follow up on the actions taken by Management in response to recommendations made by the external auditors to ensure that they are all implemented in a timely and appropriate manner.

The Company has implemented a whistle blowing policy which provides a mechanism for staff of the Company to in confidence, raise concerns about fraud and other possible improprieties in matters of financial reporting or other matters.

Based on the various management controls put in place and the reports from the external auditors, reviews by Management and the management representation letters, the Board with the concurrence of the AC is of the opinion that the system of internal controls addressing material financial, operational and compliance risks maintained by the Group during the year, except for EUK, are adequate in meeting the needs of the Group in its current business environment.

The Company completed the acquisition of EUK on 19 July 2011. As pointed out by EUK's auditors, given the size of the company, the number of staff employed by EUK, the risk of management override and the fraud that had taken place for the financial year ended 28 February 2011, there were no controls that EUK's auditors could rely on for EUK's audit. The AC together with the Board will work with the external auditors to address all issues highlighted in the management letter.

The Board will also conduct an independent internal audit review on EUK for the financial year ending 31 March 2013 and will make an announcement on the results of the review in due course.

The Board also notes that the Company's internal control systems and risk management established contained inherent limitations and no system of internal controls or risk management could provide absolute assurance against the occurrence of material errors, poor judgement in decision making, human error, losses, fraud or other irregularities.

(13) Internal Audits

The Chief Financial Officer is also responsible for the running of a robust and timely process of identifying and evaluating business risks, controls over cash flows and preparing timely reports and communications to the various committees, such as audit matters to the Audit Committee and administrative and operational matters to the Board.

During the financial year, the Company did not conduct an internal audit review for reasons that it is deemed not necessary in view of the commercial context of the business activity.

COMMUNICATION WITH SHAREHOLDERS

(14) Communication with Shareholders

(15) Greater Shareholder Participation

We believe in regular and timely communication with shareholders as part of our organisation's development to build systems and procedures that will enable us to operate globally.

In line with continuous obligations of the Company pursuant to the Rules of Catalist of SGX-ST and the Companies Act (Cap 50, Singapore), the Board's policy is that all shareholders should be equally and timely informed of all major developments that will or expect to impact the Company or the Group.

Shareholders are encouraged to attend the all general meetings to ensure a high level of accountability and to stay informed of the Company's strategy and goals. Notices of the general meetings are circulated to all shareholders of the Company, together with explanatory notes or a circular on items of special business (if necessary), at least 14 working days before the meeting. The Board welcomes questions from shareholders who have an opportunity to raise issues either informally or formally before or at the AGM. The Chairman of the Audit, Remuneration and Nominating Committees as well as the external auditors are normally available at the meeting to answer those questions relating to the work of these committees.

MATERIAL CONTRACTS

There are no material contracts entered into by the Company and its subsidiaries involving the interest of the Directors or controlling shareholders, which are either subsisting at the end of the financial year, or if not than subsisting, entered into since the end of the previous financial year.

The material contracts entered into by the Company during the financial year in review are as follows:

(1) On 31 August 2011, the Company entered into a placement agreement with DMG & Partners Securities Pte Ltd (the "Placement Agent") pursuant to which the Placement Agent had agreed (the "Placement Agreement") to procure subscribers for up to 200,000,000 new ordinary shares in the capital of the Company (the "Placement Shares") at the placement price of $0.010845 per Placement Share on the terms and conditions of the Placement Agreement. The commission payable to the Placement Agent was $20,000.00.

DEALINGS IN SECURITIES

In line with the Securities Code, Directors, key officers and employees of the Group who have access to unpublished price sensitive and confidential information have been informed not to deal in the securities of the Company, at least one month before the release of the half-year and full- year financial results to SGX-ST and ending on the date of announcement of the relevant results, or when they are in possession of any unpublished material price-sensitive information.

Directors and executives are also expected to observe insider-trading laws at all times even when dealing with securities within the permitted trading period.

The Board confirms that for the financial year ended 31 March 2012, the Company has complied with Listing Rule 1204 (19).

INTERESTED PERSONS TRANSACTIONS

The Company has established a procedure for recording and reporting interested persons transactions ("IPT"). Details of significant IPT for the year ended 31 March 2012 are set out below:

Name of Interested Person	Aggregate value of all IPTs during the financial year under review (excluding transactions less than $100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all IPTs conducted under shareholders' mandate pursuant to Rule 920 (excluding transaction less than $100,000)
Pengiran Muda Abdul Hakeem ("PMAH")	NA	$7,800,000 (1)

(1) The acquisition of Elektromotive Limited was completed on 19 July 2011 and the Company issued 300 million shares at $0.015 each to PMAH. Shareholder's approval for the acquisition was obtained at an Extraordinary General Meeting held on 4 July 2011.

The above IPT was made under normal commercial terms.

WHISTLE BLOWING

The Company has in place whistle-blowing policy and arrangements by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. To ensure independent investigation of such matters and appropriate follow up action, all whistle blowing reports are sent to the Audit Committee.

USE OF PROCEEDS

During the financial year, the Company raised about $1.55 million from the issue of 143 million shares at $0.010845 each. The net proceeds raised were used for working capital purposes.

RISK MANAGEMENT

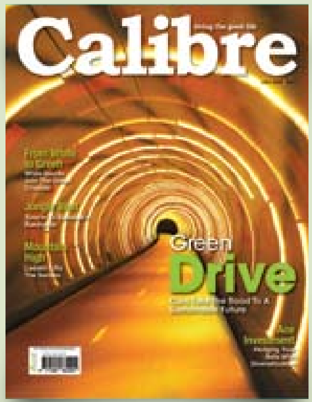
Information relating to risk management policies and processes are set out on pages 68 to 75 of the Annual Report

SPONSORSHIP

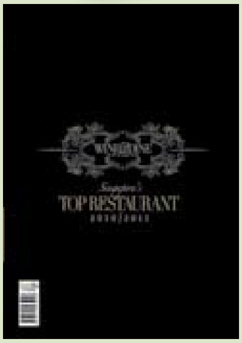
Pursuant to Catalist Rule 1204(21), the Company did not pay any non-sponsor fee to the previous sponsor, KW Capital Pte. Ltd. as well as the current sponsor, RHT Capital Pte. Ltd.

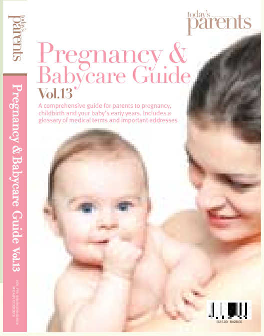
Publishing Division

Malaysia



Singapore

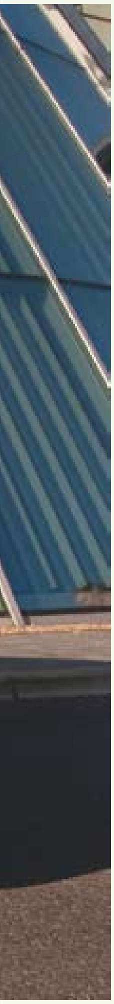




Elektromotive

elektromotive
electric vehicle recharging stations

◀ Elektrobay 280



Elektrobays installed across Europe

Elektrobay Classic

Elektromotive

◀ Elektrobay 305

◀ Elektrobay 250

◀ Elektrobay Rapid

Elektromotive

▼ Elektrobay 305 Compact

Elektromotive Partners

Mercedes-Benz

eDF

中華電力
CLP Power

RENAULT NISSAN

NISSAN

CITROËN

Elektrobays installation footprint

The directors present their report to the members together with the audited financial statements of the Group for the financial year ended 31 March 2012 and the balance sheet of the Company as at 31 March 2012.

DIRECTORS

The directors of the Company in office at the date of this report are as follows:

Ricky Ang Gee Hing
Tan Choon Wee
Francis Xavier
Timothy Teo Lai Wah
Lau Wing Tat (Appointed on 8 March 2012)
James Ang Ghee Ann (Appointed on 28 March 2012)

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Holdings registered in name of director or nominee		Holdings in which director is deemed to have an interest	
The Company (No. of Ordinary shares)	31.3.2012	1.4.2011	31.3.2012	1.4.2011
Ricky Ang Gee Hing	13,901,617	12,901,617	14,098,647	14,098,647
Tan Choon Wee	2,500,000	2,500,000	12,500,000	12,500,000
Timothy Teo Lai Wah	8,000,000	-	-	-
Lau Wing Tat	38,942,000	-	-	-
James Ang Ghee Ann	8,000,000	-	24,000,500	-

By virtue of Section 7 of the Singapore Companies Act (Cap.50) (the "Act"), Ricky Ang Gee Hing is deemed to have interests in the shares of all the subsidiaries, at the beginning and at the end of the financial year and as at 21 April 2012.

The directors' interests in the ordinary shares of the Company as at 21 April 2012 were the same as those as at 31 March 2012.

DIRECTORS' CONTRACTUAL BENEFITS

Since the end of the previous financial year, no director has received or become entitled to receive a benefits by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member or with a company in which he has a substantial financial interest, except as disclosed in the accompanying financial statements and in this report.

ELEKTROMOTIVE GROUP LIMITED PERFORMANCE SHARE PLAN

Elektromotive Group Limited Performance Share Plan (the "Performance Share Plan") was approved and adopted by the shareholders at an EGM of the Company held on 7 September 2007.

The Performance Share Plan is intended to recruit, attract and retain participants to higher standards of performance and encourage greater dedication and loyalty by enabling the Company to give recognition to past contributions and services; as well as motivating participants to contribute to the long-term prosperity of the Group.

The Performance Share Plan awards fully paid shares to participants who have achieved pre-determined targets. The shares are settled by physical delivery of shares by way of issuance of new shares by the Company or transfer of treasury shares to the participants.

	Performance shares granted during the financial year	Aggregate performance shares granted since commencement of plan to end of financial year	Aggregate performance shares released since commencement of plan to end of financial year	Aggregate performance shares not released at end of financial year
Key executives of the Group	-	4,500,000	(4,500,000)	-

There were no unissued shares of the Company under Performance Share Plan at end of the financial year.

SHARE OPTIONS

There were:

- no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries.
- no shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries; and
- no unissued shares of the Company or its subsidiaries under option at the end of the financial year.

WARRANTS

The Company issued 50,000,000 free attached unlisted warrants upon issuance of 100,000,000 new ordinary shares to certain investors on 15 October 2010. Each warrant entitles the holder to subscribe for one new ordinary share in the Company at an exercise price of $0.015 per share, subject to the terms and conditions as stated in the Deed Poll of the Company. The warrants shall be exercised at any time from 15 October 2010 to the date immediately preceding the second anniversary of the date of the issuance of the warrants. The new shares into which the warrants can be converted will rank paripassu in all respects with the existing ordinary shares of the Company.

The Company issued 90,000,000 free attached unlisted warrants upon issuance of 180,000,000 new ordinary shares to certain investors on 18 January 2011. Each warrant entitles the holder to subscribe for one new ordinary share in the Company at an exercise price of $0.02 per share, subject to the terms and conditions as stated in the Deed Poll of the Company. The warrants shall be exercised at any time from 18 January 2011 to the date immediately preceding the second anniversary of the date of the issuance of the warrants. The new shares into which the warrants can be converted will rank paripassu in all respects with the existing ordinary shares of the Company.

Number of warrants at beginning and end of the financial year	135,000,000

AUDIT COMMITTEE

The members of the Audit Committee at the end of the financial year were as follows:
Timothy Teo Lai Wah (Chairman)
Francis Xavier
Lau Wing Tat (Appointed on 8 March 2012)

All members of the Audit Committee were independent.

The Audit Committee carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act. In performing those functions, the Committee reviewed:

- the audit plan of the Company's independent auditor and its report on the weaknesses of internal accounting controls arising from the statutory audit;
- the assistance given by the Company's management to the independent auditor; and
- the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 31 March 2012 before their submission to the Board for approval.

The Audit Committee met 3 times in FY2012. The Audit Committee has met with the independent auditor without the presence of Management, to discuss issues of concern to them.

Audit committee (Cont'd)

In addition, the Audit Committee has, in accordance with Chapter 9 of the Rules of Catalist of the SGX-ST, reviewed the requirements for approval and disclosure of interested party transactions, reviewed the internal procedures set up by the Company to identify and report and, where necessary, seek approval for interested person transactions and, with the assistance of the independent auditor, reviewed interested person transactions.

The Audit Committee has recommended that Nexia TS Public Accounting Corporation be nominated for re-appointment as independent auditor at the forthcoming Annual General Meeting.

INDEPENDENT AUDITOR

The independent auditor, Nexia TS Public Accounting Corporation, has expressed its willingness to accept re-appointment.

On behalf of the directors

....	....
Ricky Ang Gee Hing	**Tan Choon Wee**
Director	Director

Singapore
10 July 2012

Statement by Directors

For the financial year ended 31 March 2012

In the opinion of the directors,

(a) the balance sheet of the Company and the consolidated financial statements of the Group as set out on pages 32 to 82 are drawn up so as to give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2012, and of the results of the business, changes in equity and cash flows of the Group for the financial year then ended; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of directors has, on the date of this statement, authorised these financial statements for issue.

On behalf of the directors

....

Ricky Ang Gee Hing
Director

....

Tan Choon Wee
Director

Singapore
10 July 2012

Independent Auditor's Report to the Members of Elektromotive Group Limited
(formerly known as The Lexicon Group Limited)

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Elektromotive Group Limited (formerly known as The Lexicon Group Limited) (the "Company") and its subsidiaries (the "Group") set out on pages 32 to 82, which comprise the consolidated balance sheet of the Group and the balance sheet of the Company as at 31 March 2012, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows of the Group for the financial year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition, that transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements of the Group and the balance sheet of the Company are properly drawn up in accordance with the provision of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 March 2012, and the results, changes in equity and cash flow of the Group for financial year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditors, have been properly kept in accordance with the provisions of the Act.

Nexia TS Public Accounting Corporation
Public Accountants and Certified Public Accountants

Director-in-charge: Chin Chee Choon
Appointed from financial year ended 31 March 2009

Singapore

10 July 2012

Balance Sheets

As at 31 March 2012

	Note	Group 2012 $'000	Group 2011 $'000	Company 2012 $'000	Company 2011 $'000
ASSETS					
Current assets					
Cash and cash equivalents	4	857	2,245	170	1,215
Financial assets, at fair value through profit or loss	5	-	-	-	-
Trade and other receivables	6	2,204	1,310	36	224
Inventories	7	750	166	-	-
Other current assets	8	179	321	36	205
		3,990	4,042	242	1,644
Assets directly associated with discontinued operations	9	278	-	-	-
		4,268	4,042	242	1,644
Non-current assets					
Financial assets, available-for-sale	10	-	853	-	853
Investment in joint venture	11	-	-	-	-
Investments in subsidiaries	12	-	-	8,630	751
Property, plant and equipment	13	1,565	1,977	134	41
Intangible assets	14	8,046	-	-	-
		9,611	2,830	8,764	1,645
Total assets		13,879	6,872	9,006	3,289
LIABILITIES					
Current liabilities					
Trade and other payables	15	4,371	3,377	4,677	3,593
Borrowings	16	1,551	722	1,016	688
Current income tax liabilities		95	-	-	-
		6,017	4,099	5,693	4,281
Liabilities directly associated with discontinued operations	9	650	-	-	-
		6,667	4,099	5,693	4,281
Non-current liabilities					
Borrowings	16	1,073	774	28	-
Deferred income tax liabilities	18	28	-	-	-
		1,101	774	28	-
Total liabilities		7,768	4,873	5,721	4,281
NET ASSETS/ (LIABILITIES)		6,111	1,999	3,285	(992)
EQUITY					
Capital and reserve attributable to equity holders of the Company					
Share capital	19	130,867	113,557	130,867	113,557
Accumulated losses		(128,401)	(114,967)	(127,582)	(114,549)
Currency translation reserve	20	2,668	2,613	-	-
		5,134	1,203	3,285	(992)
Non-controlling interests		977	796	-	-
Total equity		6,111	1,999	3,285	(992)

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Comprehensive Income

For the financial year ended 31 March 2012

	Note	2012 $'000	2011 $'000
Continuing operations			
Revenue	21	7,449	4,557
Other income	22	221	382
Expenses			
- Direct costs:			
Publications		(1,848)	(2,314)
Exhibition and events		(101)	(224)
Electric vehicles charging equipment		(2,374)	-
- Audit fees paid/payable			
Auditor of the Company		(66)	(65)
Other auditor		(30)	(17)
- Amortisation, depreciation and impairment	23	(8,670)	(5)
- Employee compensation	24	(2,997)	(2,593)
- Operating lease		(277)	(444)
- Professional fees		(1,636)	(434)
- Interest	25	(24)	(10)
- Other		(1,878)	(1,491)
Total expenses		(19,901)	(7,597)
Loss before income tax		(12,231)	(2,658)
Income tax (expense)/ refund	26	(72)	56
Loss from continuing operations		(12,303)	(2,602)
Discontinued operations			
Loss from discontinued operations – net of tax	9	(1,384)	(2,779)
Total Loss		(13,687)	(5,381)
Other comprehensive income			
- Currency translation differences arising from consolidation		55	66
Total comprehensive loss		(13,632)	(5,315)
Loss attributable to:			
- Equity holders of the Company		(13,434)	(5,381)
- Non-controlling interests		(253)	-
		(13,687)	(5,381)
Total comprehensive loss attributable to:			
- Equity holders of the Company		(13,379)	(5,315)
- Non-controlling interests		(253)	-
		(13,632)	(5,315)
Loss per share for loss from continuing and discontinued operations attributable to the equity holders of the Company (cents per share)			
- Basic and diluted			
From continuing operations	27	(0.57)	(0.25)
From discontinued operations	27	(0.07)	(0.26)

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Changes in Equity

For the financial year ended 31 March 2012

	Note	Share capital	Currency translation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		$'000	$'000	$'000	$'000	$'000	$'000
2012							
Beginning of financial year		113,557	2,613	(114,967)	1,203	796	1,999
Issue of shares	19	2,010	-	-	2,010	-	2,010
Acquisition of subsidiary	33	15,300	-	-	15,300	434	15,734
Total comprehensive income/ (losses) for the year		-	55	(13,434)	(13,379)	(253)	(13,632)
End of financial year		130,867	2,668	(128,401)	5,134	977	6,111
2011							
Beginning of financial year		109,761	2,547	(109,586)	2,722	796	3,518
Issue of shares	19	3,796	-	-	3,796	-	3,796
Total comprehensive income/ (losses) for the year		-	66	(5,381)	(5,315)	-	(5,315)
End of financial year		113,557	2,613	(114,967)	1,203	796	1,999

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Cash Flows

For the financial year ended 31 March 2012

	Note	Group 2012	2011
		$'000	$'000
Cash flows from operating activities			
Net loss		(13,687)	(5,381)
Adjustments for:			
- Income tax expense/(refund)	26	72	(56)
- Fees paid in the form of shares		459	-
- Amortisation and depreciation		365	355
- Gain on disposal of property, plant and equipment		(19)	-
- Gain on disposal of financial assets, at fair value through profit or loss		-	(120)
- Allowance for impairment of amounts due from joint venture partner		181	-
- Write-off of property, plant and equipment		580	68
- Impairment loss on financial assets, available-for-sale		853	5
- Write-off of other receivables		-	85
- Impairment of investment of intangible asset	14	7,421	750
- Interest income		(1)	(40)
- Interest expenses	25	24	10
		(3,752)	(4,324)
Change in working capital, net of effects from acquisition and disposal of subsidiaries			
- Inventories		(143)	38
- Trade and other receivables		494	961
- Trade and other payables		665	476
Cash used in operations		(2,736)	(2,849)
Interest received		1	40
Income tax (paid)/refunded		(14)	56
Net cash used in operating activities		(2,749)	(2,753)
Cash flows from investing activities			
Proceeds from sale of financial assets, at fair value through profit or loss		-	163
Proceeds from sale of property, plant and equipment		26	19
Purchases of property, plant and equipment		(395)	(1,082)
Purchases of financial assets, available-for-sale		-	(5)
Purchase of intangible assets		(627)	-
Acquisition of subsidiary, net of cash	33	123	-
Withdrawal from/ (placement of) short-term bank deposits pledged to bank		32	(183)
Net cash used in investing activities		(841)	(1,088)

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Cash Flows

For the financial year ended 31 March 2012

	Note	Group 2012 $'000	Group 2011 $'000
Cash flows from financing activities			
Repayment of expired convertible notes		-	(150)
Proceeds from issue of new shares		1,551	3,796
Loan from a director		100	-
Loan from a shareholder		200	-
Repayment of hire purchase/finance lease liabilities		(3)	(17)
Proceeds from borrowings		656	-
Repayment of borrowings		(105)	(125)
Interest paid		(24)	(10)
Net cash provided by financing activities		2,375	3,494
Net decrease in cash and cash equivalents		(1,215)	(347)
Cash and cash equivalents at beginning of financial year		2,037	2,314
Effects of currency translation on cash and cash equivalents		55	70
Cash and cash equivalents at end of financial year	4	877	2,037

The accompanying notes form an integral part of these financial statements.

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1 GENERAL INFORMATION

Elektromotive Group Limited (formerly known as The Lexicon Group Limited) (the "Company") is listed on the Singapore Exchange and incorporated and domiciled in Singapore. The address of its registered office is 9 Battery Road #15-01 Straits Trading Building Singapore 049910. The address of its principal place of business is 18 Boon Lay Way, #10-96/97, Tradehub 21, Singapore 609966.

The principal activities of the Company are the provision of management services and investment holding. The principal activities of its subsidiaries are shown in Note 12.

On 19 July 2011, the Company changed its name from The Lexicon Group Limited to Elektromotive Group Limited. These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Elektromotive Group Limited on 10 July 2012.

Other related parties comprises mainly companies which are controlled or significantly influenced by the Group's key management personnel and their close family members.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS"). The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below. The financial statements are presented in Singapore dollar ("$") and all values are rounded to the nearest thousand ("$'000") except otherwise indicated.

The preparation of financial statements in conformity with FRS requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 3.

Interpretations and amendments to published standards effective in 2011

On 1 April 2011, the Group adopted the new or amended FRS and interpretations to FRS ("INT FRS") that are mandatory for application from the date. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The adoption of these new or amended FRS and INT FRS did not result in substantial changes to the Group's and Company's accounting policies and had no material effect on the amounts reported for the current or prior financial years.

2.2 Group accounting

(a) Subsidiaries

(i) Consolidation

Subsidiaries are entities over which the Group has power to govern the financial and operating policies so as to obtain benefits from its activities, generally accompanied by a shareholding giving rise to the majority of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when

2. Significant accounting policies (Cont'd)

2.2 Group accounting (Cont'd)

(a) Subsidiaries (Cont'd)

(i) Consolidation (Cont'd)

assessing whether the Group controls another entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date on which control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated but are considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been charged where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interest are that part of net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and balance sheet. Total comprehensive is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

(ii) Acquisition of business

The acquisition method of accounting is used to account for business combination by the Group.

The consideration transferred for the acquisition of a subsidiary comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognised any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill. Please refer to paragraph "Intangible assets – Goodwill" for the subsequent accounting policy on goodwill.

(iii) Disposals of subsidiaries or businesses

When a change in the Company's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific Standard.

2. **Significant accounting policies (Cont'd)**

2.2 **Group accounting (Cont'd)**

(a) **Subsidiaries (Cont'd)**

(iii) **Disposals of subsidiaries or businesses (Cont'd)**

Any retained interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained investment at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiaries and joint ventures" for the accounting policy on investments in subsidiaries in the separate financial statements of the Company.

(b) Transactions with non-controlling interests

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transaction with equity owner of the Group. Any difference between the changes in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised in a separate reserve within equity attributable to the equity holders of the Company.

(c) Joint Ventures

The Group's joint ventures are entities over which the Group has contractual arrangements to jointly share the control over the economic activity of the entities with one or more parties. The Group's interest in joint ventures is accounted for in the consolidated financial statements using proportionate consolidation.

Proportionate consolidation involves combining the Group's share of the joint ventures' income and expenses, assets and liabilities and cash flows of the jointly-controlled entities on a line-by-line basis with similar items in the Group's financial statements.

When the Group sells assets to a joint venture, the Group recognises only the portion of gains or losses on the sale of assets that is attributable to the interest of the other venturers. The Group recognises the full amount of any loss when the sale provides evidence of a reduction in the net realisable value of current assets or an impairment loss.

When the Group purchases assets from a joint venture, it does not recognise its share of the profits of the joint ventures arising from the Group's purchase of assets until it resells the assets to an independent party. However, a loss on the transaction is recognised immediately if the loss provides evidence of a reduction in the net realisable value of current assets or an impairment loss.

The accounting policies of joint ventures have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

Please refer to the paragraph "Investments in subsidiaries and joint ventures" for the accounting policy on investments in joint ventures in the separate financial statements of the Company.

2.3 **Investment in subsidiaries and joint ventures**

Investments in subsidiaries and joint ventures are carried at cost less accumulated impairment losses in the Company's balance sheet. On disposal of investments in subsidiaries and joint ventures, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2. Significant accounting policies (Cont'd)

2.4 Property, plant and equipment

(i) Measurement

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and impairment losses.

Components of costs

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

(ii) Depreciation

Depreciation of property, plant and equipment is calculated using the straight-line method and reducing balance method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Kitchen equipment	5 years
Furniture and fittings	5 to 20 years
Office equipment	5 to 10 years
Computers	3 years
Renovation	5 to 10 years
Leasehold property	53 years
Electric vehicle charging equipment	25% reducing balance
Motor vehicle	25% reducing balance

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

(iii) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance expense is recognised in profit or loss when incurred.

(iv) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss.

2.5 Intangibles assets

(a) Goodwill on acquisition

Goodwill on acquisitions of subsidiaries on or after 1 January 2010 represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired.

Goodwill on acquisition of subsidiaries prior to 1 January 2010 represents the excess of the cost of the acquisition over the fair value of the Group's share of the net identifiable assets acquired.

Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

2. Significant accounting policies (Cont'd)

2.5 Intangibles assets (Cont'd)

(b) Acquired magazine mastheads

Magazine mastheads acquired are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These intangible assets have infinite lives and are tested for impairment annually.

(d) Brand

Brand acquired are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These intangible assets have infinite lives and are tested for impairment annually.

(e) Patent

Cost directly attributable to the patent are capitalised as intangible assets only when technical feasibility of the project is demonstrated, the Group has an intention and ability to complete and use the patent and the costs can be measured reliably. These intangible assets have finite lives and are amortised on straight-line basis over 20 years.

(f) Development Expenditure

Expenditure on research activities is recognised in profit or loss as incurred.

Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercial feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

Development expenditures are not amortised as these assets are not yet available for use.

2.6 Impairment of non-financial assets

(i) Goodwill

Goodwill recognised separately as an intangible asset is tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating units ("CGU") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. Recoverable amount of a CGU is the higher of the CGU's fair value less cost to sell and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

(ii) *Intangible assets*
Property, plant and equipment
Investments in subsidiaries and joint ventures

Intangible assets, property, plant and equipment, investments in subsidiaries and joints ventures company is tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

2. Significant accounting policies (Cont'd)

2.6 Impairment of non-financial assets (Cont'd)

(ii) Intangible assets (Cont'd)
Property, plant and equipment (Cont'd)
Investments in subsidiaries and joint ventures (Cont'd)

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of an asset other than goodwill is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

_2.7_ Financial assets

(i) Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available-for-sale. The classification depends on the purpose for which the assets were acquired. Management determines the classification of its financial assets at initial recognition. The designation of financial assets at fair value through profit or loss is irrevocable.

(a) Financial assets, at fair value through profit or loss
This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss at inception. A financial asset is classified as held for trading if it is acquired principally for the purpose of selling in the short term. Financial assets designated as at fair value through profit or loss at inception are those that are managed and their performances are evaluated on a fair value basis, in accordance with a documented Group investment strategy.

(b) Loans and receivables
Loans and receivables are non-derivative financial assets with no fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the balance sheet date which are presented as non-current assets. The loans and receivables are presented as "trade and other receivables" and "cash and cash equivalents" on the balance sheet.

(c) Financial assets, available-for-sale
Financial assets, available-for-sale are non-derivatives that are either designated in this category or not classified in any of the other categories. They are presented as non-current assets unless management intends to dispose of the assets within 12 months after the balance sheet date.

2. **Significant accounting policies (Cont'd)**

2.7 **Financial assets (Cont'd)**

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. On disposal of a financial asset, the difference between the carrying amount and the sale proceeds is recognised in profit or loss.

(iii) Initial measurement

Financial assets are initially recognised at fair value plus transaction costs except for financial assets at fair value through profit or loss, which are recognised at fair value. Transaction costs for financial assets at fair value through profit and loss are recognised immediately in profit or loss.

(iv) Subsequent measurement

Financial assets, at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Changes in the fair values of financial assets, at fair value through profit or loss including the effects of currency translation, interest and dividend, are recognised in profit or loss when the changes arise.

Interest and dividend income on financial assets, available-for-sale are recognised separately in the income statement. Changes in the fair values of available-for-sale debt securities (i.e. monetary items) denominated in foreign currencies are analysed into currency translation differences on the amortised cost of the securities and other changes; the currency translation differences are recognised in the income statement and other changes are recognised in the fair value reserve. Changes in fair values of available-for-sale equity securities (i.e. non-monetary items) are recognised in the fair value reserve, together with the related currency translation differences.

(v) Impairment

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired and recognises an allowance for impairment when such evidence exists.

(a) Loans and receivables

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy, and default or significant delay in payments are objective evidence that these financial assets are impaired.

The carrying amount of these assets is reduced through the use of an impairment allowance account which is calculated as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original

2. Significant accounting policies (Cont'd)

2.7 Financial assets (Cont'd)

(v) Impairment (Cont'd)

(a) Loans and receivables (Cont'd)

effective interest rate. When the asset becomes uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognised against the same line item in profit or loss.

The allowance for impairment loss account is reduced through profit or loss in a subsequent period when the amount of impairment loss decreases and the related decrease can be objectively measured. The carrying amount of the asset previously impaired is increased to the extent that the new carrying amount does not exceed the amortised cost had no impairment been recognised in prior periods.

(b) Financial assets, available-for-sale

A significant or prolonged decline in the fair value of the security below its cost and the disappearance of an active trading market for the security are objective evidence that the security is impaired.

The cumulative loss that was recognised in the fair value reserve is transferred to profit or loss. The cumulative loss is measured as the difference between the acquisition cost (net of any principal repayments and amortisation) and the current fair value, less any impairment loss previously recognised in the income statement on debt securities. The impairment losses recognised as an expense on equity securities are not reversed through profit or loss.

2.8 Cash and cash equivalents

For the purpose of presentation in the consolidated cash flow statement, cash and cash equivalents include cash on hand, bank balances and short-term deposits with financial institutions which are subject to an insignificant risk of change in value.

2.9 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the first-in-first-out method. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable variable selling expenses.

Work-in-progress relates to costs incurred in the production of magazines and periodicals which have not been issued and exhibitions that have not been launched as at the end of the financial year.

2.10 Trade and other payables

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

2.11 Financial guarantees

The Company has issued corporate guarantees to banks for borrowings of its subsidiaries. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings.

Financial guarantees are initially recognised at their fair values plus transaction costs in the Company's balance sheet.

2. Significant accounting policies (Cont'd)

2.11 Financial guarantees (Cont'd)

Financial guarantees are subsequently amortised to profit or loss over the period of the subsidiaries' borrowings, unless it is probable that the Company will reimburse the bank for an amount higher than the unamortised amount. In this case, the financial guarantees shall be carried at the expected amount payable to the bank in the Company's balance sheet.

Intra-group transactions are eliminated on consolidation.

2.12 Borrowings

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the balance sheet date.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

2.13 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has reliably estimated.

2.14 Fair value estimation of financial assets and liabilities

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

2.15 Revenue recognition

Revenue from sales of electric vehicle charging equipment is recognised upon delivery of goods and acceptance by customers. Revenue with regards to ancillary services is recognised when the services have been performed.

Revenue from the circulation of magazines and periodicals is recognised upon delivery of goods and acceptance by customers. Subscription income is amortised over the period of the subscription.

Revenue from advertisements is recognised based on the date of publication.

Revenue from events management and conventions organisation is recognised when the exhibition event has occurred, at which time the direct costs associated with the organisation of the event are matched with the respective revenue.

Revenue from food and beverage operations is recognised upon the billing of food and beverage to customers. Revenue represents the invoiced value of food and beverage.

Revenue from license fee is recognised on a straight-line basis over the period where the license is granted to the licensee.

Royalty fee is derived based on the percentage agreed with the franchisees multiplied by the net sales of the franchisees.

Interest income is recognised using the effective interest method.

2. **Significant accounting policies (Cont'd)**

2.16 Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The Group's contributions are recognised as employee compensation expense when they are due, unless they can be capitalised as an asset.

2.17 Leases

When the Group is the lessee:

The Group leases plant and machinery under finance leases and office building under operating lease from non-related parties.

(a) Lessee - Finance leases

Leases where the Group assumes substantially all risks and rewards incidental to ownership of the leased assets are classified as finance leases.

The leased assets and the corresponding lease liabilities (net of finance charges) under finance leases are recognised on the balance sheet as property, plant and equipment and borrowings respectively, at the inception of the leases based on the lower of the fair value of the leased assets and the present value of the minimum lease payments.

Each lease payment is apportioned between the finance expense and the reduction of the outstanding lease liability. The finance expense is recognised in profit or loss on a basis that reflects a constant periodic rate of interest on the finance lease liability.

(b) Lessee – Operating leases

Leases of equipment, office premises and other facilities where substantially all risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Payments made under operating leases (net off any incentives received from the lessors) are recognised in the income statement on a straight-line basis over the period of the lease.

2.18 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arise from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries and joint ventures except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

2. Significant accounting policies (Cont'd)

2.18 Income taxes (Cont'd)

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date; and

(ii) based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

2.19 Segments reporting

Operating segments are reported in a manner consistent with the internal reporting to the executive committee whose members are responsible for allocating resources and assessing performance of the operating segments.

2.20 Currency translation

(i) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Singapore Dollar which is the functional currency of the Company.

(ii) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the balance sheet date are recognised in profit or loss.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

(iii) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) Assets and liabilities are translated at the closing exchange rates at the date of the balance sheet;

(ii) Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and

(iii) All resulting currency translation differences are recognised in the currency translation reserve.

2. Significant accounting policies (Cont'd)

2.21 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

2.22 Non-current assets (or disposal groups) held-for-sale and discontinued operations

Non-current assets (or disposal groups) are classified as assets held-for-sale and carried at the lower carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather through continuing use. The assets are not depreciated or amortised while they are classified as held-for-sale. Any impairment loss on initial classification and subsequent measurement is recognized as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held-for-sale and:
a) represents a separate major line of business or geographical area of operations; or
b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
c) is a subsidiary acquired exclusively with a view to resale.

3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Estimated impairment of non-financial assets

Intangible assets: goodwill and brand are tested for impairment annually and whenever there is indication that these assets may be impaired. Intangible asset, property, plant and equipment and investment in subsidiaries and joint ventures are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

The recoverable amounts of these assets and where applicable, cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 14).

An impairment charge of $7,421,000 on the goodwill arising from the acquisition and investment in subsidiaries of Elektromotive Limited in financial year ended 31 March 2012. If the management's estimated recoverable amounts increase/decrease by 10% from management's estimates, the carrying value of goodwill and investment in subsidiaries will increase/decrease by $742,000.

3. Critical accounting estimates, assumptions and judgements (Cont'd)

(b) Impairment of loans and receivables

Management reviews its loans and receivables for objective evidence of impairment at least half-yearly. Significant financial difficulties of the debtor, the probability that the debtor will enter bankruptcy, and default or significant delay in payments are considered objective evidence that a receivable is impaired. In determining this, management makes judgements as to whether there is observable data indicating that there has been a significant change in the payment ability of the debtor, or whether there have been significant changes with adverse effect in the technological, market, economic or legal environment in which the debtor operates in.

Where there is objective evidence of impairment, management makes judgements as to whether an impairment loss should be recorded in the income statement. In determining this, management uses estimates based on historical loss experience for assets with similar credit risk characteristics. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between the estimated loss and actual loss experience.

If the values of financial assets that is past due but not impaired as at 31 March 2012 increase/decrease by 10%, the Group's and Company's allowance for impairment will increase/decrease by $18,000 and Nil respectively.

4. CASH AND CASH EQUIVALENTS

	Group		Company	
	2012 $'000	2011 $'000	2012 $'000	2011 $'000
Cash at bank and on hand	857	2,037	170	1,205
Short-term bank deposits	-	208	-	10
Cash and cash balances	857	2,245	170	1,215

For the purpose of presenting the consolidated statement of cash flows, cash and cash equivalents comprise the following:

	Group	
	2012 $'000	2011 $'000
Cash and bank balances (as above)	857	2,245
Less: short-term bank deposits pledged	-	(208)
Cash held by discontinued group (Note 9)	196	-
Less: short-term bank deposits pledged held by discontinued group	(176)	-
Cash and cash equivalents per consolidated statement of cash flows	877	2,037

Short-term bank deposits are pledged in relation to banker's guarantee.

<u>Acquisition of subsidiary</u>

Please refer to Note 33 for the effects of acquisition of subsidiary on the cash flow of the Group.

5. FINANCIAL ASSETS, AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group		Company	
	2012 $'000	2011 $'000	2012 $'000	2011 $'000
Held for trading				
Listed securities:				
- Equity securities - US	-	-	-	-
- Equity securities - London	-	-	-	-
	-	-	-	-

6. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2012 $'000	2011 $'000	2012 $'000	2011 $'000
Trade receivables				
- Non-related parties	2,118	1,465	-	-
- Subsidiaries	-	-	964	875
	2,118	1,465	964	875
Less: Allowance for impairment of trade receivables	(188)	(222)	(964)	(875)
Trade receivables – net	1,930	1,243	-	-
Non-trade receivables				
- Non-related parties	286	70	36	22
- Subsidiaries	-	-	36,481	35,278
- Joint venture partners	181	30	-	-
- Joint venture	-	-	362	223
- Related party	-	220	-	-
	467	320	36,879	35,523
Less: Allowance for impairment of non-trade receivables	(193)	(253)	(36,843)	(35,299)
Non-trade receivables - net	274	67	36	224
	2,204	1,310	36	224

The non-trade amounts due from subsidiaries, joint venture partners, joint venture and related party are unsecured, interest-free and are repayable on demand.

7. INVENTORIES

	Group		Company	
	2012 $'000	2011 $'000	2012 $'000	2011 $'000
Electric vehicle charging equipment	675	-	-	-
Work–in-progress	75	148	-	-
Food and beverage	-	18	-	-
	750	166	-	-

Work-in-progress relates to costs incurred in the production of magazines and periodicals which have not been issued at the end of the financial year.

The cost of inventories recognised as an expense and included in "cost of sales" amounts to $2,006,000 (2011: Nil).

8. OTHER CURRENT ASSETS

	Group		Company	
	2012	2011	2012	2011
	$'000	$'000	$'000	$'000
Prepayments	88	77	36	46
Deposits	91	239	-	159
Other	-	5	-	-
	179	321	36	205

9. DISCONTINUED OPERATIONS

During the financial year ended 31 March 2012, the Group ceased its food and beverages ("F&B") operations, as such; the assets and liabilities relating to F&B operations are presented separately as discontinued operations on the balance sheet and the results of discontinued operations are presented separately on the consolidated statement of comprehensive income as "Discontinued operations".

The results of the discontinued operations are as follows:

	Group	
	2012	2011
	$'000	$'000
Revenue	443	976
Other income	25	4
Expenses	(1,852)	(3,759)
Loss before income tax from discontinued operations	(1,384)	(2,779)
Income tax expense	-	-
Net loss from discontinued operations	(1,384)	(2,779)

The impact of the discontinued operations on the cash flows of the Group is as follows:

	Group	
	2012	2011
	$'000	$'000
Operating cash outflows	(33)	(277)
Investing cash outflows	(77)	(712)
Financing cash inflows	-	342
Total cash outflows	(110)	(647)

9. Discontinued operations (Cont'd)

Details of assets directly associated with discontinued operations are as follows:

	Group 2012 $'000
Property, plant and equipment	-
Trade and other receivables	64
Intangible assets	-
Other current assets	18
Cash and cash equivalents (Note 4)	196
	278

Details of liabilities directly associated with discontinued operations are as follows:

	Group 2012 $'000
Trade and other payables	650

10. FINANCIAL ASSETS, AVAILABLE-FOR-SALE

	Group and Company	
	2012 $'000	2011 $'000
Beginning of financial year	853	853
Additions	-	5
Impairment loss (Note 23)	(853)	(5)
End of financial year	-	853

Financial assets, available-for-sale are analysed as follows:

	Group and Company	
	2012 $'000	2011 $'000
Unlisted securities		
Grandview Financial Limited	-	853

The unquoted equity securities were measured at cost less impairment losses as the investment does not have a quoted market price in an active market and other methods of determining fair value do not result in a reasonable estimate.

11. INVESTMENT IN JOINT VENTURE

	Company 2012 $'000	2011 $'000
Equity investments at cost	1,500	1,500
Less: Impairment loss	(1,500)	(1,500)
	-	-

The amounts represent the Group's 50% share of the assets and liabilities and income and expenses of the joint venture are included in discontinued operations as the Group ceased the food and beverage business segment during the financial year ended 31 March 2012.

Details of the Group's joint venture company are as follows:

Name of joint venture company	Country of incorporation and place of business	Effective equity held by the Group 2012 %	2011 %
Held by the Company			
Tom N Toms International Pte Ltd [1]	Singapore	50	50
Held by joint venture			
Tom N Toms Retail Pte Ltd [1]	Singapore	50	50

[1] Audited by Nexia TS Public Accounting Corporation, Singapore, member firm of Nexia International.

12. INVESTMENTS IN SUBSIDIARIES

	Company 2012 $'000	2011 $'000
Equity investment at cost		
Beginning of financial year	71,575	70,483
Additions	15,300	1,092
End of financial year	86,875	71,575
Accumulated impairment		
Beginning of financial year	70,824	70,483
Impairment charge	7,421	341
End of financial year	78,245	70,824
Net book value		
End of financial year	8,630	751

12. Investments in subsidiaries (Cont'd)

The details of subsidiaries are as follows:

Name of subsidiaries	Principal activities	Country of incorporation and place of business	Effective equity held by the Group 2012 %	2011 %
Held by Company				
Panpac Marketing & Circulation Pte Ltd [1]	Publishing and sale of periodicals and magazines - currently dormant	Singapore	100	100
Lexicon F&B Pte Ltd [1]	Operating of cafes and restaurants - currently dormant	Singapore	100	100
TLG Specialist Magazines Pte Ltd [1]	Publishing and sale of periodicals and magazines - currently dormant	Singapore	100	100
Wine and Dine Experience Pte Ltd [1]	Publishing and sale of periodicals and magazines	Singapore	100	100
SmartInvestor Pte Ltd [1]	Publishing and sale of periodicals and magazines - currently dormant	Singapore	100	100
Panpac Media.com (Australia) Pty Ltd [3]	Investment holding - currently dormant	Australia	100	100
Panpac Media Sdn. Bhd.[2]	Publishing and sale of periodicals and magazines -currently dormant	Malaysia	100	100
Panpac Tech Strategic Ltd [3], [6]	Investment holding	British Virgin Islands	100	100
Auston Technology Group Pte Ltd [1]	Investment holding	Singapore	78.2	78.2
AsiaStockWatch.com (Australia) Pty Ltd[3]	Provision of internet database services and information - currently dormant	Australia	100	100
Inovatif Media Asia Sdn. Bhd. [2], [7]	Media Publishing	Malaysia	100	100
Lifestyle Magazines Publishing Pte Ltd [1]	Publishing and sale of periodicals and magazines -currently dormant	Singapore	100	100

12. Investments in subsidiaries (Cont'd)

Name of subsidiaries	Principal activities	Country of incorporation and place of business	Effective equity held by the Group	
			2012 %	2011 %
Held by Company				
Sun China Media (BJ) Culture Distribution Ltd[4]	Media Publishing - currently dormant	China	100	100
MOB Holdings Pte Ltd [1]	Investment holding - currently dormant	Singapore	100	100
Romulus Holdings Pte Ltd [1]	Investment holding - currently dormant	Singapore	60	60
TLG Properties Pte Ltd [1]	Investment holding	Singapore	100	100
Elektromotive Limited [5],[7]	Installation of electrobays for electric and plug-in hybrid vehicles	The United Kingdom	51	-
Held by subsidiaries				
Panpac Specialist Magazines (Malaysia) Sdn. Bhd. [2],[7]	Letting of property - currently dormant	Malaysia	100	100
Panpac Business Media (M) Sdn.Bhd. [2],[7]	Media publishing - currently dormant	Malaysia	100	100
WDE (Malaysia) Sdn. Bhd. [2],[7]	Media publishing - currently dormant	Malaysia	100	100
Panpac Lifestyle Magazines (M) Sdn. Bhd. [2],[7]	Media publishing - currently dormant	Malaysia	100	100
Golf Times (Malaysia) Sdn. Bhd. [2],[7]	Media advertising contractors and agents - currently dormant	Malaysia	100	100
Elektromotive Singapore Pte Ltd [6]	Installation of electrobays for electric and plug-in hybrid vehicles	Singapore	100	-
Elektromotive (Brunei) Sdn Bhd [6]	Installation of electrobays for electric and plug-in hybrid vehicles	Brunei	100	-

(1) Audited by Nexia TS Public Accounting Corporation, Singapore, member firm of Nexia International.
(2) Audited by Monteiro & Heng, Malaysia, a member firm of Baker Tilly International.
(3) Not required to be audited by the laws of their countries of incorporation.
(4) In the process of deregistration.
(5) Audited by Plummer Parson, the United Kingdom.
(6) Audited by Nexia TS Public Accounting Corporation for consolidation purposes.
(7) In accordance to Rule 716 of the Singapore Exchange Securities Trading Limited – Listing Rules, the Audit Committee and Board of Directors of the Company confirmed that they are satisfied that the appointment of different auditors for its subsidiaries would not compromise the standard and effectiveness of the audit of the Company.

For the financial year ended 31 March 2012

13. PROPERTY, PLANT AND EQUIPMENT

Group	Kitchen equipment	Furniture and fittings	Office equipment	Computers	Renovation	Leasehold property	Electric vehicle charging equipment	Motor vehicles	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
2012									
Cost									
Beginning of financial year	134	106	317	982	716	1,280	-	-	3,535
Currency translation differences	-	(1)	(1)	(5)	(1)	-	-	-	(8)
Acquisition of subsidiary	-	54	44	31	-	-	-	13	142
Additions	-	13	20	88	269	-	61	-	451
Reclassified to discontinued operations	-	-	-	(1)	-	-	-	-	(1)
Disposals/ write-off	(134)	(83)	(215)	(611)	(862)	-	-	-	(1,905)
End of financial year	-	89	165	484	122	1,280	61	13	2,214
Accumulated depreciation									
Beginning of financial year	29	62	299	865	303	-	-	-	1,558
Currency translation differences	-	-	(1)	(4)	(1)	-	-	-	(6)
Acquisition of subsidiary	-	31	23	5	-	-	-	-	59
Depreciation charge:									
- Continuing operations (Note 23)	-	10	15	65	22	24	17	3	156
- Discontinued operations	21	8	1	15	155	-	-	-	200
Reclassified to discontinued operations	-	-	-	(1)	-	-	-	-	(1)
Disposals/ Written-off	(50)	(51)	(209)	(587)	(420)	-	-	-	(1,317)
End of financial year	-	60	128	358	59	24	17	3	649
Net book value									
End of financial year	-	29	37	126	63	1,256	44	10	1,565

13. Property, plant and equipment (Cont'd)

Group	Kitchen equipment	Furniture and fittings	Office equipment	Computers	Renovation	Leasehold property	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
2011							
Cost							
Beginning of financial year	60	67	314	920	479	-	1,840
Currency translation differences	-	(1)	(4)	(12)	(2)	-	(19)
Additions	85	40	7	88	387	1,280	1,887
Disposals/written-off	(11)	-	-	(14)	(148)	-	(173)
End of financial year	134	106	317	982	716	1,280	3,535
Accumulated depreciation							
Beginning of financial year	3	52	290	828	131	-	1,304
Currency translation differences	-	(1)	(3)	(10)	(1)	-	(15)
Depreciation charge:							
- Continuing operations (Note 23)	-	2	10	33	7	-	52
- Discontinued operations	28	9	2	18	246	-	303
Disposals/written-off	(2)	-	-	(4)	(80)	-	(86)
End of financial year	29	62	299	865	303	-	1,558
Net book value							
End of financial year	105	44	18	117	413	1,280	1,977

Company	Furniture & fittings	Office equipment	Computers	Renovation	Total
	$'000	$'000	$'000	$'000	$'000
2012					
Cost					
Beginning of financial year	-	-	342	63	405
Additions	5	15	57	70	147
Write-off	-	-	(286)	(63)	(349)
End of financial year	5	15	113	70	203
Accumulated depreciation					
Beginning of financial year	-	-	303	61	364
Depreciation charge	1	3	36	14	54
Write-off	-	-	(286)	(63)	(349)
End of financial year	1	3	53	12	69
Net book value					
End of financial year	4	12	60	58	134

13. Property, plant and equipment (Cont'd)

Company	Computers	Renovation	Total
	$'000	$'000	$'000
2011			
Cost			
Beginning of financial year	306	63	369
Additions	36	-	36
End of financial year	342	63	405
Accumulated depreciation			
Beginning of financial year	289	60	349
Depreciation charge	14	1	15
End of financial year	303	61	364
Net book value			
End of financial year	39	2	41

(a) Assets held under finance lease

The carrying amounts of computers and office equipment under finance leases are $39,339 (2011: $15,042) at the balance sheet date (Note 16).

For the purpose of the consolidated statement of cash flows during the financial year, the Group acquired fixed assets with an aggregate cost of $452,000 (2011:$1,887,000) of which $57,000 (2011:$805,000) were acquired under finance lease and cash payments of $395,000 (2011:$1,082,000).

(b) Assets pledged as security

Bank borrowings are secured on leasehold property of the Group with carrying amounts of $1,256,000 (2011: $1,280,000) (Note 16).

14. INTANGIBLE ASSETS

	Group	
	2012	2011
	$'000	$'000
Goodwill arising on consolidation	7,428	-
Magazines mastheads	-	-
Patents	5	-
Development expenditure	613	-
Brand	-	-
	8,046	-

14. Intangible assets (Cont'd)

Group	Goodwill arising on consolidation	Magazines mastheads	Patents	Development expenditure	Brand	Total
	$'000	$'000	$'000	$'000		$'000
2012						
Cost						
Beginning of financial year	7,949	4,088	-	-	750	12,787
Additions	-	-	14	613	-	627
Write off	-	(4,088)	-	-	-	(4,088)
Acquisition of subsidiary (Note 33)	14,849	-	23	-	-	14,872
Reclassified to discontinued operations	-	-	-	-	(750)	(750)
End of financial year	22,798	-	37	613	-	23,448
Accumulated amortisation and impairment						
Beginning of financial year	7,949	4,088	-	-	750	12,787
Amortisation charge (Note 23)	-	-	9	-	-	9
Impairment charge (Note 23)	7,421	-	-	-	-	7,421
Write off	-	(4,088)	-	-	-	(4,088)
Acquisition of subsidiary	-	-	23	-	-	23
Reclassified to discontinued operations	-	-	-	-	(750)	(750)
End of financial year	15,370	-	32	-	-	15,402
Net book value						
End of financial year	7,428	-	5	613	-	8,046

Group	Goodwill arising on consolidation	Magazines mastheads	Brand	Total
	$'000	$'000	$'000	$'000
2011				
Cost				
Beginning and end of financial year	7,949	4,088	750	12,787
Accumulated impairment				
Beginning of financial year	7,949	4,088	-	12,037
Impairment charge	-	-	750	750
End of financial year	7,949	4,088	750	12,787
Net book value				
End of financial year	-	-	-	-

14. Intangible assets (Cont'd)

Impairment testing of goodwill

Goodwill acquired through business combinations has been allocated to electric vehicle segments as a cash generating unit for impairment testing. The recoverable amount for the cash generating unit is determined based on a value-in-use calculation using cash flow projections based on financial budgets by management covering a five-year period.

The following describes each key assumption in which management has based its cash flow projections to undertaken impairment testing of goodwill:

Budgeted sales of approximately $6,700,000 in FY2013. Sales is forecasted to increase to 12% in FY2014, 15% in FY2015, 18% in FY2016 and 25% in FY2017;

Cost of sales of approximately $4,600,000 in FY2013. Cost of sales is forecasted to increase 12% in FY2014, 15% in FY2015, 18% in FY2016 and 25% in FY2017; and

Long-term growth rates of 4.5% and weighted average costs of capital of approximately 15%.

15. TRADE AND OTHER PAYABLES

	Group		Company	
	2012	2011	2012	2011
	$'000	$'000	$'000	$'000
Trade payables				
- Non-related parties	2,882	1,532	1,215	429
- Subsidiaries	-	-	613	613
	2,882	1,532	1,828	1,042
Non-trade payables				
- Non-related parties	326	399	-	2
- Subsidiaries	-	-	2,540	2,322
	326	399	2,540	2,324
Deferred revenue	102	409	-	-
Accrued operating expenses	1,061	1,037	309	227
	4,371	3,377	4,677	3,593

The non-trade amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

16. BORROWINGS

	Group 2012 $'000	Group 2011 $'000	Company 2012 $'000	Company 2011 $'000
Current				
Loan from a financial institution [Note (a)]	688	688	688	688
Finance lease liabilities [Note (b) & Note 17]	28	3	28	
Loan from a director [Note (c)]	100	-	100	-
Loan from a shareholder [Note (c)]	200	-	200	-
Bank borrowings [Note (d)]	535	31	-	-
	1,551	722	1,016	688
Non-Current				
Finance lease liabilities [Note (c) & Note 17]	28	-	28	-
Bank borrowings [Note (d)]	1,045	774	-	-
	1,073	774	28	-
Total borrowings	2,624	1,496	1,044	688

The exposure of the borrowings of the Group and of the Company to interest rate changes and the contractual repricing dates at the balance sheet dates are as follows:

	Group 2012 $'000	Group 2011 $'000	Company 2012 $'000	Company 2011 $'000
Less than 1 year	1,251	722	716	688
1 – 5 years	449	121	28	-
Over 5 years	624	653	-	-
	2,324	1,496	744	688

(a) Loan from a financial institution

The loan from a financial institution bears interest at 8% (2011: 8%) per annum and is repayable on demand. The loan is secured by the financial assets, at fair value through profit or loss (Note 5).

(b) Finance leases

Finance lease liabilities of the Group are effectively secured over the leased computer and office equipment (Note 13), as the legal title is retained by the lessor and will be transferred to the Group upon full settlement of the finance lease liabilities.

(c) Loan from a director and loan from a shareholder

The loans from a director and shareholder are interest-free and repayable on demand.

(d) Bank borrowings

Total bank borrowings included amounts of $776,000 (2011: $805,000) which bears interest at 1.81% to 5.00% (2011: 1.81% to 5.00%) per annum and is repayable over 20 years commencing on 3 May 2011. The loan is secured by corporate guarantees of the Company and leasehold property held by one of the subsidiaries (Note 13).

16. Borrowings (Cont'd)

Total bank borrowings included amounts of $450,000 (2011: Nil) which bears floating interest rate at 3.5% (2011: Nil) per annum over the bank's Base Rate and is repayable over 5 years.

(e) Fair value of non-current borrowings

	Group 2012 $'000	Group 2011 $'000	Company 2012 $'000	Company 2011 $'000
Bank borrowings	842	774	-	-

The fair values above are determined from the cash flow analyses, discounted at market borrowing rates of an equivalent instrument at the balance sheet date which the directors expect to be available to the Group as follows:

	Group 2012	Group 2011	Company 2012	Company 2011
Bank borrowings	4%	1.81% to 5.00%	-	-

17. FINANCE LEASE LIABILITIES

The Group leases computers and office equipment from non-related parties under finance leases. The lease agreements do not have renewal clauses but provide the Group with options to purchase the leased assets at nominal values at the end of the lease term.

	Group 2012 $'000	Group 2011 $'000	Company 2012 $'000	Company 2011 $'000
Minimum lease payments due				
- Not later than one year	29	3	29	-
- Between one and five years	29	-	29	-
	58	3	58	-
Less: Future finance charges	(2)	-	(2)	-
Present value of finance lease liabilities	56	3	56	-

The present values of finance lease liabilities are analysed as follows:

	Group 2012 $'000	Group 2011 $'000	Company 2012 $'000	Company 2011 $'000
Not later than one year	28	3	28	-
Between one and five years	28	-	28	-
Total	56	3	56	-

The finance lease liabilities bear interest at 1.37% (2011: 10.71% to 15.50%) per annum.

18. DEFERRED INCOME TAX LIABILITIES

	Group		Company	
	2012	2011	2012	2011
	$'000	$'000	$'000	$'000
Deferred income tax liabilities				
- To be settled within one year	28	-	-	-

Movement in deferred income tax account is as follows:

	Accelerated tax depreciation
Group	$'000
2012	
Beginning of financial year	-
Acquisition of subsidiary (Note 33)	28
End of financial year	28
2011	
Beginning and end of financial year	-
Company	
2012	
Beginning and end of financial year	-
2011	
Beginning and end of financial year	-

19. SHARE CAPITAL

	No of ordinary shares	Amount
Group and company		$'000
Issued share capital		
2012		
Beginning of financial year	1,225,933,313	113,557
Share issue	173,600,000	2,010
Acquisition of subsidiary (Note 33)	1,020,000,000	15,300
End of financial year	2,419,533,313	130,867
2011		
Beginning of financial year	940,919,313	109,761
Share issue	285,014,000	3,796
End of financial year	1,225,933,313	113,557

All issued ordinary shares are fully paid.

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction.

During the financial year, the Company issued 1,193,600,000 ordinary shares arising from:

- Issuance of 143,000,000 ordinary shares for a total of consideration of $1,551,000 through the placement of new shares. The proceeds from the placement were fully used to finance the operations of the Company and the Group during the financial year;
- Issuance of 30,600,000 ordinary shares for payment of professional service fee in relation to acquisition of subsidiary; and
- Issuance of 1,020,000,000 ordinary shares pursuant to the acquisition of Elektromotive Limited.

The newly issued shares rank pari passu in all respects with the previously issued shares.

19. Share capital (Cont'd)

As set out in the Note 34 Events Occurring After Balance Sheet Date, 219,156,610 shares will be cancelled in accordance with the settlement agreements. The value of the consideration shares that will be cancelled is approximately $3,287,000.

20. CURRENCY TRANSLATION RESERVE

Currency translation reserve is non-distributable.

21. REVENUE

	Group	
	2012	2011
	$'000	$'000
Advertisement	2,538	2,789
Circulation	1,415	1,466
Exhibition and events	134	302
Electric vehicle charging equipment	3,362	-
	7,449	4,557

22. OTHER INCOME

	Group	
	2012	2011
	$'000	$'000
Gain on disposal of magazines mastheads	62	-
Gain on deregistration of subsidiaries	-	90
Gain on disposal of financial assets, at fair value through profit or loss	-	120
Interest income	-	40
Management fees	90	113
Publishing related income	43	-
Other	26	19
	221	382

23. AMORTISATION, DEPRECIATION AND IMPAIRMENT

	Group	
	2012	2011
	$'000	$'000
Depreciation of property, plant and equipment (Note 13)	156	52
Amortisation of intangible assets (Note 14)	9	-
Allowance for impairment:		
-trade receivable	53	55
-joint-venture partners	181	-
-impairment loss on goodwill (Note 14)	7,421	-
-impairment loss on financial assets, available-for-sale (Note 10)	853	-
Write back of allowance for impairment of trade receivables	(3)	(102)
	8,670	5

24. EMPLOYEE COMPENSATION

	Group 2012 $'000	Group 2011 $'000
Wages, salaries and bonuses	2,693	2,287
Employer's contribution to defined contribution plans, including Central Provident Fund	246	229
Other benefits	58	77
	2,997	2,593

25. FINANCE EXPENSES

	Group 2012 $'000	Group 2011 $'000
Interest expenses		
- Borrowings from related parties	-	9
- Bank borrowings	23	-
- Finance lease liabilities	1	1
	24	10

26. INCOME TAXES

	Group 2012 $'000	Group 2011 $'000
Tax expense attributable to loss is made up of:		
From continuing operations		
Current income tax		
-Foreign	58	-
Under/ (over) provision in prior financial year		
Current income tax	14	(56)
	72	(56)

The tax expense on loss differs from the amount that would arise using the Singapore standard rate of income tax is as explained below:

	Group 2012 $'000	Group 2011 $'000
Loss before income tax from:		
- Continuing operations	(12,231)	(2,658)
- Discontinued operations (Note 9)	(1,384)	(2,779)
Loss before income tax:	(13,615)	(5,437)
Tax calculated at tax rate of 17%	(2,315)	(924)
Effects of:		
- Different tax rates in other countries	20	-
- Income not subject to tax	-	(36)
- Expenses not deductible for tax purposes	1,700	251
- Deferred income tax assets not recognised	615	709
- Other	38	-
Tax charge	58	-

26. Income taxes (Cont'd)

Deferred income tax assets are recognised for tax losses and capital allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has unrecognised tax losses and capital allowances of $60,786,184 (2011: $57,170,554) at the balance sheet date which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unrecognised tax losses in Singapore.

27. LOSS PER SHARE

(a) Basic loss per share

Basic loss per share is calculated by dividing the total loss attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	Continuing operations		Discontinued operations		Total	
	2012	2011	2012	2011	2012	2011
Net loss attributable to equity holders of the Company ($'000)	(12,072)	(2,602)	(1,363)	(2,779)	(13,435)	(5,381)
Weighted average number of ordinary shares outstanding for basic loss per share ('000)	2,097,300	1,052,177	2,097,300	1,052,177	2,097,300	1,052,177
Basic loss per share (cents)	(0.57)	(0.25)	(0.07)	(0.26)	(0.64)	(0.51)

(b) Diluted loss per share

For the purpose of calculating diluted loss per share, loss attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares. The Company does not have potential dilutive ordinary shares.

For the share warrants, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. There is no dilution of loss per share from the share warrants outstanding as the exercise price of the share warrants are higher than the market price and the Group incurs a loss in current financial year.

28. RELATED PARTY TRANSACTIONS

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties at terms agreed between the parties:

a) Sales and purchases of goods and services:

	Group		Company	
	2012	2011	2012	2011
	$'000	$'000	$'000	$'000
Fees paid to firms in which a director is a shareholder or partner	459	48	453	25
Management fee received from joint venture	90	90	90	90
Sale of goods and/or service to				
- Related parties	6	20	-	-
Purchase of goods and/or service from				
- Related parties	159	-	83	-

Outstanding balances at 31 March 2012, arising from sale/purchases of goods and services, are unsecured and receivable/payable within 12 months from balance sheet date and are disclosure in Note 6 and 15.

(b) Key management personnel compensation is as follows:

	Group		Company	
	2012	2011	2012	2011
	$'000	$'000	$'000	$'000
Wages and salaries	1,322	959	644	644
Employer's contribution to defined contribution plans, including Central Provident Fund	47	50	22	23
	1,369	1,009	666	667

Included in the above is total compensation to directors of the Company amounting to $531,000 (2011: $532,000).

29. FINANCIAL GUARANTEES

The Company has issued corporate guarantees to banks for borrowings of a subsidiary. These bank borrowings amount to $776,000 (2011:$805,000). The fair values of the corporate guarantees have not been recognised in the financial statements of the Company as the amounts involved are not material to the Company.

30. OPERATING LEASE COMMITMENTS

The Group leases equipment, offices premises and other facilities from non-related parties under non-cancellable operating lease agreements. The leases have varying term, escalation clauses and renewal rights.

The future minimum lease payables under non-cancellable operating leases contracted for at the balance sheet date but not recognised as liabilities, are as follows:

	Group		Company	
	2012	2011	2012	2011
	$'000	$'000	$'000	$'000
- Not later than one year	301	485	278	101
- Between one and five years	480	577	480	3
	781	1,062	758	104

31. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. Though the Group does not have a formal risk management policies and guidelines, the Board of Directors (the "Board") reviews and agrees policies for managing each of these risks and they are summarised below.

(a) Market risk

(i) Currency risk

The Company operates in Singapore, Malaysia and the United Kingdom. Entities in the Group regularly transact in currencies other than their respective functional currencies ("foreign currencies") such as the Singapore Dollar ("SGD"), United States Dollar ("USD") Great Britain Pound ("GBP") and Malaysian Ringgit ("MYR"). Currency risk arises when transactions are denominated in foreign currencies.

The Group's currency exposure based in the information provided to key management is as follows:

	SGD	USD	MYR	GBP	Total
	$'000	$'000	$'000	$'000	$'000
At 31 March 2012					
Financial assets					
Cash and cash equivalents and financial assets, available for sale	521	10	215	306	1,052
Trade and other receivables	588	-	505	1,175	2,268
Receivables from subsidiaries	3,153	-	-	-	3,153
Other financial assets	98	-	11	-	109
	4,360	10	731	1,481	6,582
Financial liabilities					
Borrowings	1,132	688	-	804	2,624
Payables to subsidiaries	3,153	-	-	-	3,153
Other financial liabilities	3,162	-	585	1,275	5,022
	7,447	688	585	2,079	10,799
Net financial (liabilities)/ assets	(3,087)	(678)	146	(598)	(4,217)
Add: Net non-financial assets/ (liabilities)	8,636	-	55	1,637	10,328
Net assets/(liabilities)	5,549	(678)	201	1,039	6,111
Currency profile including non-financial assets and liabilities	5,549	(678)	201	1,039	6,111
Currency exposure of financial liabilities net of those denominated in the respective entities functional currency	-	(678)	-	-	(678)

31. **Financial risk management (Cont'd)**

(a) **Market risk (Cont'd)**

(i) **Currency risk (Cont'd)**

	SGD	USD	MYR	Total
	$'000	$'000	$'000	$'000
At 31 March 2011				
Financial assets				
Cash and cash equivalents and financial assets, available for sale	1,940	895	263	3,098
Trade and other receivables	555	7	647	1,209
Receivables from subsidiaries	2,935	-	51	2,986
Other financial assets	228	-	11	239
	5,658	902	972	7,532
Financial liabilities				
Borrowings	805	688	3	1,496
Payables from subsidiaries	2,935	-	51	2,986
Other financial liabilities	2,512	-	764	3,276
	6,252	688	818	7,758
Net financial (liabilities)/ assets	(594)	214	154	(226)
Add: Net non-financial assets/ (liabilities)	2,136	-	89	2,225
Net assets/(liabilities)	1,542	214	243	1,999
Currency profile including non-financial assets and liabilities	1,542	214	243	1,999
Currency exposure of financial assets net of those denominated in the respective entities functional currencies	-	214	-	214

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31. Financial risk management (Cont'd)

(a) Market risk (Cont'd)

(i) Currency risk (Cont'd)

The Company's currency exposure based on the information provided to key management is as follows:

	2012			2011		
	SGD	USD	Total	SGD	USD	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Financial assets						
Cash and cash equivalents, financial assets, available for sales and financial asset, at fair value through profit or loss	170	-	170	1,215	853	2,068
Trade and other receivables	36	-	36	224	-	224
Other financial assets	-	-	-	159	-	159
	206	-	206	1,598	853	2,451
Financial liabilities						
Borrowings	(356)	(688)	(1,044)	-	(688)	(688)
Other financial liabilities	(4,677)	-	(4,677)	(3,593)	-	(3,593)
	(5,033)	(688)	(5,721)	(3,593)	(688)	(4,281)
Net financial (liabilities)/ assets	(4,827)	(688)	(5,515)	(1,995)	165	(1,830)
Add: Net non-financial liabilities of foreign subsidiaries	8,800	-	8,800	838	-	838
Net assets/(liabilities)	3,973	(688)	3,285	(1,157)	165	(992)
Currency profile including non-financial assets and liabilities	3,973	(688)	3,285	(1,157)	165	(992)
Currency exposure of financial assets/ (liabilities) of net of those denominated in the respective entities functional currencies	-	(688)	(688)	-	165	165

31. Financial risk management (Cont'd)

(a) Market risk (Cont'd)

(i) Currency risk (Cont'd)

If the USD change against the SGD by 7% (2011: 7%) with all other variables including tax rate being held constant, the effects arising from the net financial liabilities/asset position will be as follows:

	Increase / (Decrease)	
	2012 Profit after tax	2011 Profit after tax
	$'000	$'000
Group		
USD against SGD		
- strengthened	(39)	12
- weakened	39	(12)
Company		
USD against SGD		
- strengthened	(40)	10
- weakened	40	(10)

(ii) Price risk

The Group and the Company is not exposed to significant equity securities price risk.

(iii) Cash flow and fair value interest rate risks

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's and the Company's exposure to cash flow interest rate risks arises mainly from non-current variable-rate borrowings. The Group and the Company borrowings at variable rate are denominated mainly in SGD and GBP. If the SGD and GBP interest rates increase/decrease by 0.50% (2011: 0.50%) and 0.50% (2011: Nil) respectively with all other variables including tax rate being held constant, the profit after tax will be lower/higher by $3,000 (2011: $3,000) and $2,000 (2011: Nil) respectively as a result of higher/lower interest expense on these borrowings.

(b) Credit risk

Credit risk refers to the risk that a counterparty will credit default on its contractual obligations resulting in financial loss to the Group. The major classes of financial assets of the Group and of the Company are bank deposits and trade receivables. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history.

31. **Financial risk management (Cont'd)**

(b) Credit risk (Cont'd)

As the Group and Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheet, except as follows:

	Company	
	2012	2011
	$'000	$'000
Corporate guarantees provided to banks on subsidiaries' loans	776	805

The Group's and the Company's major classes of financial assets are trade receivables. The credit risk for trade receivables based on the information provided to key management is as follows:

	Group		Company	
	2012	2011	2012	2011
	$'000	$'000	$'000	$'000
By geographical areas				
Singapore	455	584	-	-
Malaysia	474	645	-	-
Europe	938	-	-	-
Other countries	63	14	-	-
	1,930	1,243	-	-
By types of customers				
Non-related parties:				
- Multi-national companies	288	110	-	-
- Government/ municipal councils	509	-	-	-
- Other companies	1,133	1,133	-	-
	1,930	1,243	-	-

(i) Financial assets that are neither past due nor impaired

Bank deposits that are neither past due nor impaired are mainly deposits with banks with high credit-ratings assigned by international credit-rating agencies.Trade receivables that are neither past due nor impaired are substantially companies with a good collection track record with the Group.

(ii) Financial assets that are past due and/or impaired

There is no other class of financial assets that is past due and/or impaired except for trade receivables.

31. Financial risk management (Cont'd)

(b) Credit risk (Cont'd)

(ii) Financial assets that are past due and/or impaired (Cont'd)

The age analysis of trade receivables past due but not impaired is as follows:

	Group		Company	
	2012	2011	2012	2011
	$'000	$'000	$'000	$'000
Past due 0 to 3 months	1,674	927	-	-
Past due 3 to 6 months	232	208	-	-
Past due over 6 months	24	108	-	-
	1,930	1,243	-	-

Trade receivables that are past due have not been impaired as the Group is expecting to collect the outstanding amounts after the financial year ended 31 March 2012.

The carrying amount of trade receivables individually determined to be impaired and the movements in the related allowance for impairment are as follows:

	Group		Company	
	2012	2011	2012	2011
	$'000	$'000	$'000	$'000
Gross amount	188	222	964	875
Less: Allowance for impairment	(188)	(222)	(964)	(875)
	-	-	-	-
Beginning of financial year	222	278	875	1,017
Currency translation difference	(2)	(5)	-	-
Allowance made	53	55	89	-
Allowance utilised	(82)	(4)	-	-
Allowance written back	(3)	(102)	-	(142)
End of financial year	188	222	964	875

The impairment of trade receivables arise mainly from sales to customers which have suffered significant losses in their operations or are in process of liquidation.

(c) Liquidity risk

The Group and Company manage the liquidity risk by maintaining sufficient cash and marketable securities to enable them to meet their normal operating commitments, having an adequate amount of committed credit facilities (Note 16).

The table below analyses non-derivative financial liabilities of the Group and the Company into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

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31. Financial risk management (Cont'd)

(c) Liquidity risk (Cont'd)

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
	$'000	$'000	$'000	$'000
Group				
At 31 March 2012				
Trade and other payables	4,371	-	-	-
Borrowings	158	163	279	848
At 31 March 2011				
Trade and other payables	3,377	-	-	-
Borrowings	736	48	190	916

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
	$'000	$'000	$'000	$'000
Company				
At 31 March 2012				
Trade and other payables	4,677	-	-	-
Borrowings	1,017	29	-	-
Financial guarantee contracts	776	-	-	-
At 31 March 2011				
Trade and other payables	3,593	-	-	-
Borrowings	688	-	-	-
Financial guarantee contracts	805	-	-	-

(d) Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on a gearing ratio. The Group's and the Company's strategies are to maintain gearing ratio within 10% to 50% (2011: 10% to 50%) and 10% to 90% (2011: 10% to 90%) respectively.

The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings plus trade and other payables less cash and cash equivalents. Total capital is calculated as equity plus net debt.

	Group		Company	
	2012	2011	2012	2011
	$'000	$'000	$'000	$'000
Net debt	6,788	2,628	5,551	3,066
Total equity	6,111	1,999	3,285	(992)
Total capital	12,899	4,627	8,836	2,074
Gearing ratio	53%	57%	63%	148%

31. Financial risk management (Cont'd)

(d) Capital risk (Cont'd)

The Group and the Company are in compliance with all externally imposed capital requirements for the financial years ended 31 March 2011 and 2012.

(f) Fair value measurements

The following table presents assets and liabilities measured at fair value and classified by level of the following fair value measurement hierarchy:

(a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

(b) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and

(c) inputs for the asset or liability that are not based on observable market date (unobservable inputs) (Level 3).

	Level 1	Level 2	Level 3	Total
	$'000	$'000	$'000	$'000
Group and Company				
2011				
Assets				
Financial assets, available-for-sale	-	-	-	-
2010				
Assets				
Financial assets, available-for-sale	-	-	853	853

32. SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the Directors that are used to make strategic decisions.

The Management considers the business from both a geographical and business segment perspective. Geographically, management manages and monitors the business in the three primary geographic areas: Singapore, Malaysia and the United Kingdom. Singapore and Malaysia are engaged in publishing, exhibition and events, whilst United Kingdom is engaged in electric vehicle charging equipment and HQ costs and investments. In addition, the Group discontinued its food and beverage segment in Singapore during the financial year.

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32. Segment information (Cont'd)

The segment information provided to the Directors for the reportable segments for the financial year ended 31 March 2012 are as follows:

	Continuing operations				Discontinued operations	
	United Kingdom	Malaysia	Singapore		Singapore	
	Electric vehicle charging equipment	Publishing, exhibition and events	Publishing, exhibition and events	HQ costs and investments	Food and beverage	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Group						
2012						
Sales to external parties	3,362	2,249	1,838	-	443	7,892
Segment results	(474)	(46)	(83)	(11,825)	(1,410)	(13,838)
Other income	4	65	52	100	26	247
Financial expenses – net	(8)	-	-	(16)	-	(24)
Profit/ (loss) before income tax	(478)	19	(31)	(11,741)	(1,384)	(13,615)
Income tax expense	(52)	-	(20)	-	-	(72)
Net profit/ (loss)	(530)	19	(51)	(11,741)	(1,384)	(13,687)
Net profit/ (loss) includes						
- Depreciation and amortisation	58	28	1	78	200	365
Segment assets	3,134	785	726	8,956	278	13,879
Segment assets includes:						
Additions to property, plant and equipment	189	6	-	147	110	452
Segment liabilities	2,202	585	866	3,465	650	7,768

32. Segment information (Cont'd)

The segment information provided to the Directors for the reportable segments for the financial year ended 31 March 2011 are as follows:

	Continuing operations			Discontinued operations	
	Malaysia	Singapore		Singapore	
	Publishing, exhibition and events	Publishing, exhibition and events	HQ costs and investments	Food and beverage	Total
	$'000	$'000	$'000	$'000	$'000
Group					
2011					
Sales to external parties	2,525	2,032	-	976	5,533
Segment results	29	(1,058)	(1,999)	(2,785)	(5,813)
Other income	13	2	367	4	386
Financial expenses – net	(1)	-	(9)	-	(10)
Profit/ (loss) before income tax	41	(1,056)	(1,641)	(2,781)	(5,437)
Income tax expense	-	-	56	-	56
Net profit/ (loss)	41	(1,056)	(1,585)	(2,781)	(5,381)
Net profit/ (loss) includes					
- Depreciation	35	3	15	302	355
Segment assets	1,011	1,174	3,723	964	6,872
Segment assets includes:					
Additions to property, plant and equipment	9	-	1,316	562	1,887
Segment liabilities	767	1,122	2,252	732	4, 873

The management assesses the performance of the operating segments based on net profit of each segment.

Revenue from major products and services
Revenue from external customers is derived from the publishing, exhibition and events, food and beverage and electric vehicle charging equipment. Breakdown of the revenue is as follows:

	2012	2011
	$'000	$'000
Publishing, exhibition and events	4,087	4,557
Food and beverage	443	976
Electric vehicle charging equipment	3,362	-
	7,892	5,533

Geographical information
The Group's three business segments operate in four main geographical areas:

- Singapore – the company is headquartered and has operations in Singapore. The operations in this area are principally the publishing of magazines, exhibition and events and investments holdings;
- Malaysia – the operations in this area are principally the publishing of magazines, exhibition and events, and investments holdings; and
- United Kingdom – the operation in this area are principally the installation of electrobays for electric and plug-in hybrid vehicles.

32. **Segment information (Cont'd)**

Geographical information (Cont'd)

	Sales for continuing operations 2012 $'000	Sales for continuing operations 2011 $'000
Singapore	1,838	2,032
Malaysia	2,249	2,525
United Kingdom	3,362	-
	7,449	4,557

	Non-current assets 2012 $'000	Non-current assets 2011 $'000
Singapore	9,247	2,174
Malaysia	42	64
United Kingdom	485	-
	9,774	2,238

33. BUSINESS COMBINATIONS

On 19 July 2011, the Group acquired a 51% equity interest in Elektromotive Limited. The principal activity of Elektromotive Limited is providing technology and engineering solutions for electric vehicle recharging stations.

Details of the consideration paid, the assets acquired and liabilities assumed and the effects on the cash flows of the Group, at the acquisition date, are as follows:

a) Purchase consideration

	$'000
Consideration settled via issuance of shares (Note 19)	15,300

b) Effects on cash flows of the Group

	$'000
Cash paid	-
Less: Cash and cash equivalents in subsidiaries acquired	(123)
Cash inflow on acquisition	(123)

c) The fair value of identifiable assets acquired and liabilities assumed

	$'000
Cash and cash equivalents	123
Property, plant and equipment	81
Intangible assets	-
Inventories	442
Trade and other receivables	1,509
Total assets	2,155
Trade and other payables	981
Borrowings	224
Current income tax liabilities	37
Deferred income tax liabilities (Note 18)	28
Total liabilities	1,270
Total identifiable net assets	885
Add: Goodwill (Note 14)	14,849
Non-controlling interests	(434)
Consideration transferred for the business	15,300

33. Business combinations (Cont'd)

d) Acquisition-related costs

Acquisition-related costs are included in administrative expenses in the consolidated statements of comprehensive income and in operating cash flows in the consolidated statement of cash flows.

e) Goodwill

The goodwill of $14,849,000 arising from the acquisition is attributable to new earning streams, leveraging on the established client base, industry reputation and the positive synergies expected to arise from the economies of scale in combining the operations of the Group with those of Elektromotive Limited.

f) Revenue and profit contribution

The acquisition of Elektromotive Limited contributed revenue of $3,369,000 and net loss of $472,000 to the Group from the period 20 July 2011 to 31 March 2012.

34. EVENTS OCCURRING AFTER BALANCE SHEET DATE

On 5 April 2012, the Company filed a Notice of Arbitration ("NOA") with Singapore International Arbitration Centre ("SIAC") against Pengiran Muda Abdul Hakeem ("PMAH"), Gregory Carlyon Simmons ("GS"), Michael Earle ("ME"), Calypso Holdings & Investments Ltd ("CHIL") and Rehan Velmi ("RV") (collectively the "Respondents").

On 13 April 2012, the Company entered into a settlement agreement (the "EO Settlement Agreement") with Eileen Ong Ching Yi ("OCY") where (a) OCY agrees to return 19,401,521 shares to the Company and or its nominee and (b) OCY undertakes not to deal with any of the remaining 20,598,479 shares allotted and issued to her on 19 July 2011 for a period of six (6) months from the date of the EO Settlement Agreement unless with prior written consent of the Company, which shall not be unreasonably withheld.

The Company also entered into a settlement agreement with Laoshan Capital LLP ("Laoshan") on 13 April 2012 (the "Laoshan Settlement Agreement"). Laoshan acted as the Company's consultant in the acquisition of Elektromotive Limited (the "Acquisition"). Accordingly, the 3% fees payable to Laoshan as consultant to the Company in relation to the Acquisition would be proportionately reduced as the consideration may only amount to $7.9 million instead. Pursuant to the terms of the Laoshan Settlement Agreement, Laoshan has agreed to return 14,842,163 shares to the Company and/ or its nominee for cancellation to match the potential reduction of the consideration in relation to the Acquisition.

On 24 April 2012, the Company obtained a freezing injunction against Christopher Michael Pan ("CP") where under the freezing injunction, CP must not (a) remove from England and Wales any of his assets which are in England and Wales up to the value of $7,421,081; or (b) in any way dispose of, deal with or diminish the value of any assets whether they are in or outside England and Wales up to the same value.

On 26 April 2012, the Company received a final report from PKF LLC ("PKF") on its findings ("PKF Report").

A summary of findings by PKF is as follow:

a) Based on the information currently available to PKF, a sales transaction entered into between Elektromotive Limited ("EUK") and Philab Industries Inc for FY 2011 for £218,400 (equivalent to $438,984) was fabricated artificially to inflate the reported net profit after tax ("NPAT") for FY 2011 by approximately £174,720 (equivalent to $355,187) after deducting corporation tax.

34. Events occurring after balance sheet date (Cont'd)

b) The waiver of invoices from H Technologies (UK) Limited[(1)] for services provided to EUK for FY 2011 amounting to £48,897 (equivalent to $98,283) increased EUK's NPAT for FY 2011 by approximately £39,120 (equivalent to $78,631) after deducting corporation tax.

c) Waiver of invoices from Grand Prix Design (Services) Limited[(2)] for directors fees for ME for FY 2011 amounting to £20,400 (equivalent to $41,004) increased EUK's NPAT for FY 2011 by approximately £16,320 (equivalent to $32,803) after deducting corporation tax.

Notes:

(1) H Technologies (UK) Limited is a company controlled by ME and GS; and

(2) Grand Prix Design (Services) Limited is a company controlled by ME.

As a consequence of the above, the Company considered that it overpaid $7,421,081 for the acquisition of EUK.

While the PKF Report does not constitute a full internal control review, it disclosed certain internal control weaknesses in EUK identified during their review and made the following recommendations:

Internal Control Weaknesses	Recommendations
(a) Risk of missing out on potential business	Implementing a system to record all enquiries and prospective sales opportunities
(b) Completeness of all documents relating to a sale	Maintaining a master client file for all documents relating to a sale
(c) Purchase invoices under dispute not recorded in the books	Maintaining an up-to-date record of the disputed purchase ledger account balance to facilitate resolution of any demands for payment

The Board has accepted the recommendations by PKF and will be discussing these recommendations with the EUK management team. The recommendations will be implemented as soon as possible.

The Board, under the supervision of the Audit Committee will continue to review and consider all matters arising from and/or in connection with PKF Report and take all necessary actions in the best interests of the Company and its subsidiaries.

On 10 May 2012, the Company entered into a settlement agreement with GS and ME (the "GS ME Settlement Agreement"). Under the Sale Agreements, GS and ME and/or the Relevant SPA Allottees, as directed by both GS and ME to the Company, received 220,000,000 and 120,000,000 Consideration Shares respectively from the Company. The Company had on 5 April 2012, in accordance with the terms of the Sale Agreements, filed a NOA with SIAC against the Respondents (the "SIAC Arbitration"). Pursuant to the GS ME Settlement Agreement,

a) GS agreed to return 106,708,364 Consideration Shares to the Company, such shares to be transferred to the Company and/or nominee appointed by the Company pending shareholders' approval for the cancellation of these shares. The share transfer shall take place within five (5) working days of the date of the Settlement Agreement.

b) GS agreed to return a further 10,000,000 Consideration Shares to the Company in lieu of a contribution to the Company's legal expenses, such shares to be transferred to the Company and/or nominee appointed by the Company pending shareholders' approval for the cancellation of these shares. The share transfer shall take place within five (5) working days of the date of the Settlement Agreement.

34. Events occurring after balance sheet date (Cont'd)

c) GS should transfer to the Company and/or a nominee appointed by the Company four (4) shares in EUK, such transfer will take place within five (5) working days of the date of the Settlement Agreement. The four (4) shares in EUK to be transferred from GS to the Company represent 4% of the issued and paid-up capital of EUK. Upon completion of the share transfer, the Company will own 55% of the issued and paid-up capital of EUK.

d) ME agreed to return 58,204,562 Consideration Shares to the Company, such shares to be transferred to the Company and/or nominee appointed by the Company pending shareholders' approval for the cancellation of these shares. The share transfer shall take place within five (5) working days of the date of the Settlement Agreement.

e) GS agreed to return a further 10,000,000 Consideration Shares to the Company in lieu of a contribution to the Company's legal expenses, such shares to be transferred to the Company and/or nominee appointed by the Company pending shareholders' approval for the cancellation of these shares. The share transfer shall take place within five (5) working days of the date of the Settlement Agreement.

f) GS and ME further undertook not to deal with any of the remaining Consideration Shares allotted and issued to them on 19 July 2011 for a period of six (6) months from the date of the Settlement Agreement unless with the prior written consent of the Company, which shall not be unreasonably withheld.

Subject to the terms of the GS ME Settlement Agreement as set out above, the Company agreed to release and discharge GS and ME from the SIAC Arbitration, and the Company, GS and ME agreed to release each other from any and all claims, demands, obligations, dactions, causes of actions, rights, damages, costs, loss of services, expenses and compensation that each may have against the other arising out of the Sale Agreements or otherwise.

On 17 May 2012, the Company updated the shareholders as follow:

a) Mareva injunction against CHIL and RV

The Company has obtained a Mareva injunction order dated 4 May 2012 ("Mareva Injunction Order") against CHIL and RV. Under the Mareva Injunction Order, CHIL and RV must not:

(i) remove from Singapore any of their assets which are in Singapore whether in their own name or not and whether solely or jointly owned up to the value of $7,421,081; or

(ii) in any way dispose of or deal with or diminish the value of any their assets whether they are in or outside Singapore whether in their own name or not and whether solely or jointly owned up to the same value.

The prohibition includes all shares in the Company that were issued and allotted to CHIL and RV pursuant to the SPA dated 6 December 2010.

Under the Mareva Injunction Order, CHIL and RV are also obliged to inform the Company in writing of all their assets whether in or outside Singapore and whether in their own name or not and whether solely or jointly owned, giving the value, location and details of all such assets. The aforesaid information must be confirmed in an affidavit which must be served on the Company's solicitors within fourteen (14) days after the order has been served on them.

34. Events occurring after balance sheet date (Cont'd)

b) Interim award by emergency arbitrator ("EA") against Pengiran Muda Abdul Hakeem ("PMAH")

The Company has obtained an interim award dated 16 May 2012 ("Interim Award") from the EA against PMAH. Under the Interim Award, PMAH must not amongst others:

(i) remove from Singapore any of his assets up to a stipulated value; or

(ii) in any way dispose of or deal with or diminish the value of such assets whether they are in or outside of Singapore.

The prohibition includes all shares in the Company that were issued and allotted to PMAH pursuant to the SPA dated 6 December 2010 and currently owned by him.

35. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Group's accounting periods beginning on after 1 April 2012 or later periods and which the Group has not early adopted:

- Amendments to FRS 1 – Presentation of Items of Other Comprehensive Income (effective for annual periods beginning or after 1 July 2012)
- Amendments to FRS 12 Deferred Tax - Recovery of Underlying Assets (effective for annual periods beginning on or after 1 January 2012)
- FRS 19 (Revised 2011) – Employee Benefits (effective for annual periods beginning or after 1 January 2013)
- FRS 27 (revised) – Separate Financial Statements (effective for annual periods beginning on or after 1 January 2013)
- FRS 28 (revised) – Investment in Associates and Joint Ventures (effective for annual periods beginning on or after 1 January 2013)
- FRS 110 - Consolidated Financial Statements (effective for annual periods beginning or after 1 January 2013)
- FRS 111 – Joint Arrangements (effective for annual periods beginning on or after 1 January 2013)
- FRS 112 – Disclosure of Interest in Other Entities (effective for annual periods beginning or after 1 January 2013)
- FRS 113 – Fair Value Measurement (effective for annual periods beginning or after 1 January 2013)

The management anticipates that the adoption of the above FRSs, INT FRSs and amendments to FRS in the future periods will not have a material impact on the financial statements of the Group and the Company in the period of their initial adoption.

Shareholding Statistics

TWENTY LARGEST SHAREHOLDERS AS AT 9 JULY 2012

S/N	Names of shareholder	No. of shares	% of shares
1.	Maybank Kim Eng Securities Pte. Ltd.	311,091,255	12.86
2.	Vanaheim Funds Segregated Portfolio	300,000,000	12.40
3.	Chua Kern (1)	219,156,610	9.06
4.	Yeong Chun Song	114,000,000	4.71
5.	OCBC Securities Private Ltd	73,928,500	3.06
6.	DBS Vickers Securities (S) Pte Ltd	59,557,342	2.46
7.	Chua Kim Yan	50,000,000	2.07
8.	Gregory Carlyon Simmons	43,291,636	1.79
9.	Lau Wing Tat	38,942,000	1.61
10.	Tan Chong Chai	32,000,000	1.32
11.	Low Ee Hwee	31,100,000	1.29
12.	Tan Hiap Seng Nee Low Lak Muay	30,000,000	1.24
13.	Eileen Ong Ching Yi (Eileen Wang Jingyi)	28,932,479	1.20
14.	Philip Securities Pte Ltd	28,884,125	1.19
15.	UOB Kay Hian Pte Ltd	25,513,500	1.05
16.	Goh Sin Teck	25,500,000	1.05
17.	Ang Wern Ling Alison	24,427,000	1.01
18.	MA Builders Pte Ltd	24,000,500	0.99
19.	United Overseas Bank Nominees Pte Ltd	22,983,000	0.95
20.	Ong Mun Wah	20,000,000	0.83
Total		**1,503,307,947**	**62.14**

(1) Mr. Chua Kern is holding the shares as nominee pending legal completion to cancel the shares.

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 9 JULY 2012

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 999	485	7.25	208,811	0.01
1,000 – 10,000	2,389	35.72	10,977,878	0.45
10,001 – 1,000,000	3,608	53.94	459,262,337	18.98
1,000,001 and above	207	3.09	1,949,084,287	80.56
Total	**6,689**	**100.00**	**2,419,533,313**	**100.00**

WARRANTHOLDERS 2012 (UNLISTED) AS AT 9 JULY 2012

S/N	Names of warrantholder	No. of Warrants	% of Warrants
1.	Goh Toh Khiow	3,000,000	6.67
2.	Tan Chong Chai	14,500,000	32.22
3.	Yeong Chun Song	27,500,000	61.11
Total		**45,000,000**	**100.00**

DISTRIBUTION OF WARRANTHOLDERS 2012 BY SIZE OF WARRANTHOLDINGS AS AT 9 JULY 2012

Size of Warrantholdings	No. of Warrantholders	%	No. of Warrants	%
1 -999	-	-	-	-
1,000 – 10,000	-	-	-	-
10,001 – 1,000,000	-	-	-	-
1,000,001 and above	3	100.00	45,000,000	100.00
Total	**3**	**100.00**	**45,000,000**	**100.00**

Shareholding Statistics

WARRANTHOLDERS 2013 (UNLISTED) AS AT 9 JULY 2012

S/N	Names of warrantholder	No. of Warrants	% of Warrants
1.	Low Ee Hwee	20,750,000	23.06
2.	Tan Hiap Seng Nee Low Lak Muay	15,000,000	16.67
3.	Tan Ghuat Woon	13,000,000	14.44
4.	Lim Chye Huat @ Bobby Lim Chye Huat	12,500,000	13.89
5.	Poon Wai Hing	5,000,000	5.56
6.	Natureland Limited	5,000,000	5.56
7.	Chiang Ngee Fun	5,000,000	5.56
8.	Teo Yong Ping	2,500,000	2.78
9.	Tan Sze Seng	2,500,000	2.78
10.	Joyce E-Ming Ng	2,500,000	2.78
11.	Lee Freddie	2,500,000	2.78
12.	Tong Kin Leong	2,500,000	2.78
13.	Tan Wang Cheow	1,250,000	1.39
Total		**90,000,000**	**100.00**

DISTRIBUTION OF WARRANTHOLDERS 2013 BY SIZE OF WARRANTHOLDINGS AS AT 9 JULY 2012

Size of Warrantholdings	No. of Warrantholders	%	No. of Warrants	%
1 -999	-	-	-	-
1,000 – 10,000	-	-	-	-
10,001 – 1,000,000	-	-	-	-
1,000,001 and above	13	100.00	90,000,000	100.00
Total	**13**	**100.00**	**90,000,000**	**100.00**

SUBSTANTIAL SHAREHOLDERS AS AT 9 JULY 2012

S/N	Name	Direct Interest	%	Deemed Interest	%
1.	Vanaheim Funds Segregated Portfolio ("VSFP")	300,000,000	12.40	-	-
2.	Pengiran Muda Abdul Hakeem (1)	-	-	300,000,000	12.40
3.	Chua Kern (2)	219,156,610	9.06	-	-

(1) Prince Hakeem is the beneficial owner of VFSP and has a deemed interest in the 300,000,000 shares held by VFSP.

(2) Mr. Chua Kern is holding the shares as nominee pending legal completion to cancel the shares.

Rule 723 of Section B: Rules of Catalist of the Listing Manual of the SGX-ST (the "Rules of Catalist")

As at 9 July 2012, there were 1,778,433,939 shares in the hands of the public as defined in the Rules of Catalist representing approximately 73.50% of the issued share capital of the Company. The Company confirms that Rule 723 is complied with.

SHARE CAPITAL

Number of shares issued and fully paid	:	2,419,533,313 ordinary shares (excluding treasury shares)
Number of treasury shares	:	Nil
Voting rights	:	One vote per ordinary share (excluding treasury shares)

Notice of Annual General Meeting

ELEKTROMOTIVE GROUP LIMITED
(Registration No. 199407135Z)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of ELEKTROMOTIVE GROUP LIMITED will be held at The National University of Singapore Society (NUSS), Suntec City Guild House, 3 Temasek Boulevard, #05-001, Suntec City Mall, Singapore 038983 on Monday, 30 July 2012 at 10.00 a.m., for the following purposes:

AS ROUTINE BUSINESS:

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the year ended 31 March 2012 and the Auditors' Report thereon. **(Resolution 1)**

2. To approve the payment of Directors' fees of S$115,000/- for the financial year ended 31 March 2012 (2011: S$148,500). **(Resolution 2)**

3. To re-elect Mr Tan Choon Wee, a Director retiring under Article 107 of the Company's Articles of Association. [See Additional Information (i)] **(Resolution 3)**

4. To re-elect Mr Lau Wing Tat, a Director retiring under Article 117 of the Company's Articles of Association. [See Additional Information (ii)] **(Resolution 4)**

5. To re-elect Mr Ang Ghee Ann, a Director retiring under Article 117 of the Company's Articles of Association. [See Additional Information (iii)] **(Resolution 5)**

6. To note the retirement of Mr Francis Xavier s/o Subramaniam Xavier Augustine as a Director of the Company who has given notice to the Company that he does not wish to stand for re-election to office thereat. **(Resolution 6)**

7. To note the retirement of Mr Teo Lai Wah Timothy as a Director of the Company who has given notice to the Company that he wish to retire at the forthcoming Annual General Meeting. **(Resolution 7)**

8. To appoint Messrs Nexia TS Public Accounting Corporation as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**

9. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

10. "SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules under Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") (the "Rules of the Catalist") and notwithstanding the provisions of the Articles of Association of the Company, authority be and is hereby given to the Directors of the Company to:

a. (i) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or

(ii) make or grant offers, agreements or options (collectively, "instruments") that may or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

b. (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any instrument made or granted by the Directors while this Resolution was in force,

provided that:

(i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed hundred per cent (100%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be granted other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below):

(ii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding treasury shares of the Company shall be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of this Resolution, after adjusting for:

(1) new shares arising from the conversion or exercise of any convertible securities;

(2) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of the Catalist of the SGX-ST; and

(3) any subsequent bonus issue, consolidation or subdivision of shares;

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Rules of the Catalist of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and

(iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. [See Explanatory Note (a)]" **(Resolution 9)**

11. ELEKTROMOTIVE GROUP LIMITED PERFORMANCE SHARE PLAN

That the Directors of the Company be and are hereby authorised to offer and grant awards in accordance with the provisions of Elektromotive Group Limited Performance Share Plan (the "Performance Share Plan") and to deliver existing shares (including treasury shares) and pursuant to Section 161 of the Companies Act, Chapter 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Performance Share Plan, provided that the aggregate number of shares to be allotted and issued pursuant to the Performance Share Plan and any other share option and/or share incentive schemes of the Company then in force shall not exceed fifteen per cent. (15%) of the total number of issued shares of the Company from time to time." [See Explanatory Note (b)]

(Resolution 10)

By Order of the Board
Abdul Jabbar Bin Karam Din
Chan Poh Kuan
Joint Company Secretaries

Singapore, 15 July 2012

ADDITIONAL INFORMATION RELATING TO THE NOTICE OF THE ANNUAL GENERAL MEETING

(i) Item 3 – Re-election of Mr Tan Choon Wee, a Director retiring under Article 107 of the Company's Articles of Association.

Mr Tan Choon Wee will, upon re-election, continue as the Executive Director of the Company.

(ii) Item 4 – Re-election of Mr Lau Wing Tat, a Director retiring under Article 117 of the Company's Articles of Association.

Mr Lau Wing Tat will, upon re-election, continue as a member of the Audit, Remuneration and Nominating Committees. Mr Lau is considered an Independent Director for the purpose of Rule 704(7) of the Rules of the Catalist of the SGX-ST.

(iii) Item 5 – Re-election of Mr Ang Ghee Ann, a Director retiring under Article 117 of the Company's Articles of Association.

Mr Ang Ghee Ann will, upon re-election, continue as a Non-Executive and Non-Independent Director.

NOTES:-

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.

2. The instrument appointing a proxy must be lodged at the registered office of the Company at 9 Battery Road #15-01 Straits Trading Building, Singapore 049910 not less than forty-eight (48) hours before the time fixed for the Annual General Meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:

(a) **Resolution 9** is to empower the Directors to issue shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 9 (including shares to be issued in pursuance of instruments made or granted) shall not exceed hundred per cent (100%) of the total number of issued shares excluding treasury shares of the Company, with a sub-limit of fifty per cent (50%) for shares issued other than on a pro rata basis (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares of the Company will be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of Resolution 9, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 9, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of the Catalist of the SGX-ST; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

(b) **Resolution 10** is to authorise the Directors to offer and grant awards in accordance with the provisions of Elektromotive Group Limited Performance Share Plan (the "Performance Share Plan") and pursuant to Section 161 of the Companies Act, Chapter 50 to allot and issue shares under the Performance Share Plan. The size of the Performance Share Plan is limited to fifteen per cent (15%) of the total number of issued shares excluding treasury shares of the Company for the time being.

ELEKTROMOTIVE GROUP LIMITED
(Registration No. 199407135Z)

PROXY FORM
– Annual General Meeting

IMPORTANT:
1. For Investors who have used their CPF monies to buy the Company's shares, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.

2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, ____________________ (Name)

of ____________________ (Address)

being a member/members of the above Company, hereby appoint:

Name	Address	NRIC or Passport No.	Percentage of Shareholdings (%)

and/or failing him/her (delete as appropriate)

Name	Address	NRIC or Passport No.	Percentage of Shareholdings (%)

or failing him/her the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf and, if necessary, to demand a poll, at the Annual General Meeting of the Company to be held at The National University of Singapore Society (NUSS), Suntec City Guild House, 3 Temasek Boulevard, #05-001, Suntec City Mall, Singapore 038983 on Monday, 30 July 2012 at 10.00 a.m. and at any adjournment thereof.

The proxy shall vote on the Resolutions set out in the notice of meeting in accordance with my/our directions as indicated with an "x" in the appropriate space below. Where no such direction is given, the proxy may vote or abstain from voting on any matter at the Meeting or at any adjournment thereof.

No.	Resolutions	For	Against
	ORDINARY BUSINESS		
1.	Adoption of Reports and the Audited Accounts (Resolution 1)		
2.	Approval of Directors' Fees (Resolution 2)		
3.	Re-election of Mr Tan Choon Wee as a Director under Article 107 of the Company's Articles of Association (Resolution 3)		
4.	Re-election of Mr Lau Wing Tat as a Director under Article 117 of the Company's Articles of Association (Resolution 4)		
5.	Re-election of Mr Ang Ghee Ann as a Director under Article 117 of the Company's Articles of Association (Resolution 5)		
6.	To note the retirement of Mr Francis Xavier s/o Subramaniam Xavier Augustine as a Director of the Company (Resolution 6)		
7.	To note the retirement of Mr Teo Lai Wah Timothy as a Director of the Company (Resolution 7)		
8.	Re-appointment of Messrs Nexia TS Public Accounting Corporation as auditors (Resolution 8)		
9.	Any other ordinary business		
	SPECIAL BUSINESS		
10.	Authority for Directors to allot and issue new shares pursuant to Section 161 of the Companies Act, Cap. 50 (Resolution 9)		
11.	Authority for Directors to offer and grant awards and issue shares in accordance with the provisions of Elektromotive Group Limited Performance Share Plan (Resolution 10)		

Dated this ________ day of ________ 2012

Total number of Shares in:	
(a) CDP Register	
(b) Register of Members	

____
Signature of Shareholder(s)
Or Common Seal of Corporate Shareholder

IMPORTANT: Please read notes overleaf.

Please glue and seal along edge

Please glue and seal along edge

Please glue and seal along edge

Please Affix
Postage Stamp
Here

The Company Secretary
ELEKTROMOTIVE GROUP LIMITED
9 Battery Road
#15-01 Straits Trading Building
Singapore 049910

1st Fold

IMPORTANT : PLEASE READ NOTES OVERLEAF

2nd Fold

Notes:-

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company and where there is more than one proxy, the proportion of Shares to be represented by each proxy must be stated.

2. Where a member appoints two proxies, the appointment shall be invalid unless he/she specified the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or number is specified, the first-named proxy may be treated as representing 100 per cent of the shareholding and any second-named proxy as alternate to the first-named.

3. This instrument of proxy must be executed by the appointor or his/her duly authorised attorney or, if the appointor is a body corporate or limited liability partnership, signed by a duly authorised attorney or an officer or affixed with its common seal thereto.

4. A body corporate or limited liability partnership which is a member may also appoint by resolution of its directors or other governing body, an authorised representative or representatives in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore to attend and vote for and on behalf of such body corporate or limited liability partnership.

5. This instrument appointing a proxy or proxies (together with the power of attorney of other authority (if any) under which it is signed or a certified copy thereof), must be deposited at the registered office of the Company at 9 Battery Road #15-01 Straits Trading Building, Singapore 049910 not less than 48 hours before the time fixed for holding the Annual General Meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

6. Please insert the total number of shares held by you. If you have shares entered against your name on the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this instrument of proxy will be deemed to relate to all the shares held by you.

7. The Company shall be entitled to reject this instrument of proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this instrument of proxy. In addition, in the case of members whose shares are deposited with The Central Depository (Pte) Limited ("CDP"), the Company may reject any instrument of proxy lodged if such member is not shown to have shares entered against his name in the Depository Register as at 48 hours before the time appointed for the holding of the Annual General Meeting as certified by CDP to the Company.

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